

Return to: CSC
1201 Hays Street
Tallahassee, FL 32301

A97000002263

Return to:
1201 Hays Street
Tallahassee, FL 32301

ACCOUNT NO. : 072100000032

REFERENCE : 567155 4329479

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ 140.00

ORDER DATE : October 16, 1997

ORDER TIME : 9:36 AM

ORDER NO. : 567155-010

CUSTOMER NO: 4329479

CUSTOMER: Karen Didea, Legal Asst
BAKER & HOSTETTLER SUNTRUST
CENTER SUITE 2300
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

File
2nd

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 OCT 20 AM 10:33

DOMESTIC FILING

NAME: ABP INTERNATIONAL, LTD.

EFFECTIVE DATE:

3000002325409--8

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

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97 OCT 20 AM 10:38
DIVISION OF CORPORATIONS

BK
10/20/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1997

DANIEL LEGGETT
CSD NETWORKS
TALLAHASSEE, FL

SUBJECT: ABP INTERNATIONAL, LTD.
Ref. Number: W97000023883

RESUBMIT
Please give original
submission date as file date.

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SECRETARY OF STATE
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We have received your document for ABP INTERNATIONAL, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The General Partner is shown as ABP FLORIDA, INC. We show no such listing, and we believe this MAY not be the correct name.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 197A00051200

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97 OCT 21 AM 9:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ABP INTERNATIONAL, LTD.

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned General Partner files this Certificate of Limited Partnership of ABP Florida, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is ABP INTERNATIONAL, LTD.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

ABP INTERNATIONAL, INC.
711 N.W. 72nd Avenue
Miami, Florida 33126

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 711 N.W. 72nd Avenue, Miami, Florida 33126.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Christopher D. Mangum
6100 Deacon Drive
Windermere, Florida 34786

5. Partnership Mailing Address. The mailing address for the limited partnership is 711 N.W. 72nd Avenue, Miami, Florida 33126.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its

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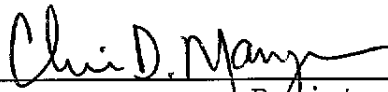
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ABP INTERNATIONAL, LTD.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 15^m day of October, 1997.



Christopher D. Mangum, Registered Agent

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cancellation or amendment pursuant to the Act.

Executed this 15th dy of October, 1997.

General Partner

By: _____

George Zaczac, Jr.
George Zaczac, Jr.
President

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ABP INTERNATIONAL, LTD.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

1. Capital Contributions. The undersigned General Partner of ABP Florida, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be One Thousand Dollars (\$1,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be \$0.00.

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

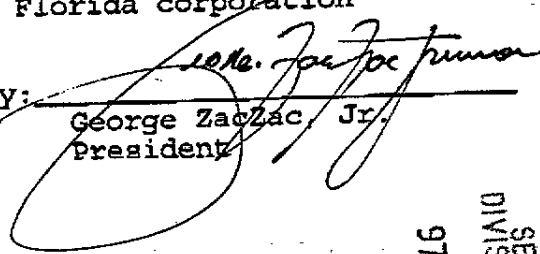
2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in the Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

ABP INTERNATIONAL, INC.
a Florida corporation

Date: Oct 15, 1997

By: 

George ZacZac, Jr.
President

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