

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • (850) 342-8062 • Fax (850) 222-1223

A98000000590

South Florida Freezer
Partners, Ltd.

700002445157--0
-03/03/98--01026--006
***2152.50 ***1785.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

98 MAR -3 PH 3: 22

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DIVISION OF CORPORATIONS

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File last A98-590

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W. P. Verifier	<i>[Signature]</i>

Signature _____

Requested by: Cher 3.3 944

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is South Florida Freezer Partners, Ltd.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 2900 N.W. 75th Street, Miami, FL 33147.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Richard H. Breit, Esquire, 3111 Stirling Road, Fort Lauderdale, FL 33312.

4. **General Partners.** The name and business address of the General Partner is Refrigerated Facility Corp., 2900 N.W. 75th Street, Miami, Florida 33147. 998-20246

5. **Address of Partnership.** The mailing address of the Limited Partnership is 2900 N.W. 75th Street, Miami, Florida 33147.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2050.

Under penalties of perjury, the undersigned declare that the undersigned has read the foregoing and knows the contents thereof and the facts stated in this certificate are true and correct.

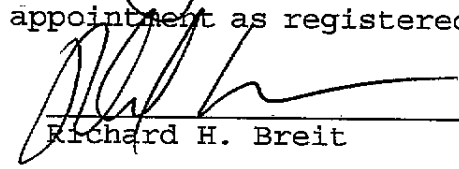
Dated: - February 27, 1998.

Refrigerated Facility Corp.,
a Florida corporation
General Partner

By: 
John J. Galiher, President

Acceptance of Registered Agent

The undersigned accepts this appointment as registered agent.


Richard H. Breit

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The undersigned, John J. Galiher, as President of Refrigerated Facility Corp., on behalf of the corporation which is the sole General Partner of South Florida Freezer Partners, Ltd. declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

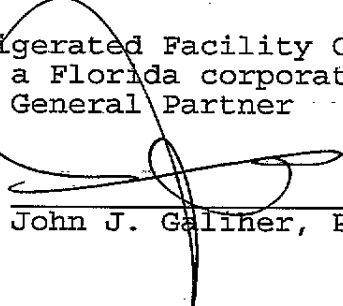
1. The Limited Partners shall make capital contributions to the partnership of \$ 2,000,000.00.
2. It is not presently anticipated that the Limited Partner or future Limited Partners will make additional capital contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declare that the undersigned has read the foregoing and knows the contents thereof and the facts stated are true and correct.

Dated: February 27, 1998
~~March~~

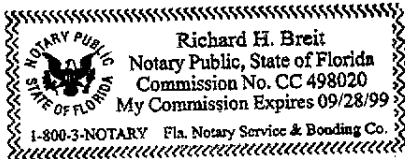
Refrigerated Facility Corp.
a Florida corporation
General Partner

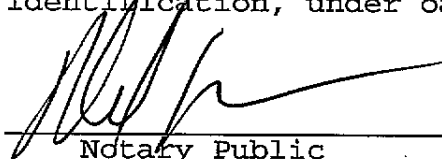
By: 
John J. Galiher, President

STATE OF FLORIDA
COUNTY OF BROWARD

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DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 27 day of February, 1998, by John J. Galiher, as President of Refrigerated Facility Corp., a Florida corporation, on behalf of the corporation, who is personally known to me, or who has produced a valid Florida Driver's license as identification, under oath.



sign 
Notary Public

print RICHARD H. BREIT
State of Florida at Large
My Commission expires: