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MARTHA SCHWARZ
LEGAL ASSISTANT
DIRECT DIAL:
215-772-7273

MONTGOMERY, MCCrackEN, WALKER & RHODES LLP
ATTORNEYS AT LAW

123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109
215-772-1500
FAX 215-772-7620

LIBERTYVIEW
457 HADDONFIELD ROAD
CHERRY HILL, NJ 08002
(LOUIS A. PETRONI
NEW JERSEY RESPONSIBLE ATTORNEY)
609-488-7700
FAX 609-488-7720

April 8, 1998

VIA CERTIFIED MAIL #Z 062 888 915
RETURN RECEIPT REQUESTED

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****140.00 ****140.00

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Automotive Concepts of Orlando, L.P.

Dear Sir/Madam:

Enclosed please find a Certificate of Limited Partnership for filing on behalf of the above-referenced limited partnership.

Also enclosed is this firm's check in the amount of \$140.00 in payment of the \$87.50 filing fee and the \$52.50 fee for a certified copy.

Kindly return the certified copy to the undersigned in the envelope provided.

Very truly yours,

Martha Schwarz

Martha Schwarz
Legal Assistant

MS/erl
Enclosures

cc: Gary M. Edelson, Esquire

FILED
98 APR 21 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A98-1026

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 14, 1998

MARTHA SCHWARTZ
MONTGOMERY, MCCrackEN, WALKER & RHOADS
123 SOUTH BROAD STREET
PHILADELPHIA, PA 19109

SUBJECT: AUTOMOTIVE CONCEPTS OF ORLANDO, L.P.
Ref. Number: W98000008316

We have received your document for AUTOMOTIVE CONCEPTS OF ORLANDO, L.P. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 998A00019851

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF

AUTOMOTIVE CONCEPTS OF ORLANDO, LIMITED PARTNERSHIP
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

(a) Name of the Limited Partnership:

Automotive Concepts of Orlando, Limited Partnership

(a1) The address of the limited partnership:

965 Sunshine Lane
Altamonte Springs, FL 32714

(b) The name and address of the agent for service of process:

Automotive Concepts of North America, Inc. F97-6932
965 Sunshine Lane
Altamonte Springs, FL 32714

(c) The name and business address of each general partner:

Automotive Concepts of North America, Inc.
513 Horsham Road
Horsham, PA 19044

(d) The mailing address for the limited partnership:

965 Sunshine Lane
Altamonte Springs, FL 32714

(e) The latest date upon which the limited partnership is to dissolve:

midnight, December 31, 2099

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TALLAHASSEE - FLORIDA

- (f) The effective date of this Certificate of Limited Partnership shall be the date of filing with the Secretary of State of the State of Florida.
- (g) A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be effective if executed in the Partnership name solely by a general partner.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by CHARLES D. DERINGER, the President of Automotive Concepts of North America, Inc., the sole general partner of Automotive Concepts of Orlando, L.P., on this 6th day of April, 1998.

Limited Partnership

General Partner:

AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC.

By:

CHARLES D. DERINGER,
President

ATTEST:

THOMAS W. READER, III,
Secretary

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TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF Montgomery

Subscribed and sworn to before me this 6th day of April, 1998, by CHARLES D. DERINGER, who is personally known to me and who is the President of Automotive Concepts of North America, Inc., the sole general partner of Automotive Concepts of Orlando, L.P., a Florida Limited Partnership on behalf of the Partnership.

Limited Partnership

SEAL:

Sharon A. Muesgreave
(Signature of person taking acknowledgment)
NOTARIAL SEAL
SHARON A. MUESGREAVE, Notary Public
Horseshoe Twp., Montgomery Co.
My Commission Expires Feb. 23, 1999
(Name typed, printed or stamped)

Notary Public

(Notary Public) or (Military Officer's Rank)

Not applicable

(Serial Number if Military Officer)

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Automotive Concepts of Orlando, ~~LLC~~ ^{Limited Partnership} a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, CHARLES D. DERINGER, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC.

By: [Signature]
CHARLES D. DERINGER,
President

ATTEST: [Signature]
THOMAS W. READER, III,
Secretary

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98 APR 24 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF Montgomery

Subscribed and sworn to before me this 6th day of April, 1998, by CHARLES D. DERINGER, who is personally known to me and who executed the foregoing on behalf of the Partnership as Registered Agent.

SEAL:

[Signature]
(Signature of person taking acknowledgment)
NOTARIAL SEAL
SHARON A. MUSGREAVE, Notary Public
Horsham Twp., Montgomery Co.
My Commission Expires Feb. 25, 1999
(Name typed, printed or stamped)

Notary Public

(Notary Public) or (Military Officer's Rank)

Not applicable

(Serial Number if Military Officer)

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Montgomery

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
of
AUTOMOTIVE CONCEPTS OF ORLANDO, L.P.

BEFORE ME, the undersigned personally appeared CHARLES D. DERINGER, President of Automotive Concepts of North America, Inc. as general partner of Automotive Concepts of Orlando, Limited Partnership ~~xxx~~, a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the limited partner(s) is as follows:

<u>Amount</u>	<u>Partnership Interest</u>
2.00	35 %

2. The amount of additional capital contributions anticipated to be contributed by the limited partner(s) is as follows:

TOTAL: 0

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.


GENERAL PARTNER:
AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC.

BY: 

CHARLES D. DERINGER
President

Subscribed and sworn to before me this 6th day of April, 1998, by CHARLES D. DERINGER, who is personally known to me and who is the President of Automotive Concepts of North America, Inc., the sole general partner of Automotive Concepts of Orlando, Limited Partnership, ~~xxx~~.

SEAL:


(Signature of person taking acknowledgment)
NOTARIAL SEAL
SHARON A. MUSGREAVE, Notary Public
Horsham Twp., Montgomery Co.
My Commission Expires Feb. 25, 1999
(Name typed, printed or stamped)

Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable