

4/29/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: POLAR BEAR HOLDING, LTD.

AUDIT NUMBER.....H98000008113

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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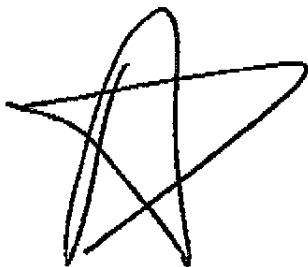
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CM
2nd fax!

Please -

if possible may we
have confirmation, today.

thanks!

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98 APR 29 PM 2:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
98 APR 29 PM 3:34
DIVISION OF CORPORATIONS

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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 Polar Bear Holding, 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 Theda J. Collins, Esquire, 3111 Stirling Road, Fort Lauderdale, FL 33312.

4. General Partners. The name and business address of the General Partner is Polar Freezer Corp., 2900 N.W. 75th Street, Miami, Florida 33147. 948-38492

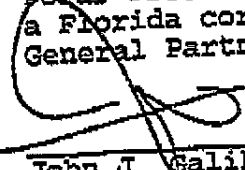
5. Address of Partnership. The mailing address of the Limited Partnership is 2900 N.W. 75th Street, Miami, Florida 33147.

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: April 20, 1998:

Polar Freezer Corp.,
a Florida corporation
General Partner

By: 
John J. Galiher, President

Acceptance of Registered Agent

The undersigned accepts this appointment as registered agent.


Theda J. Collins

Theda J. Collins, Esq.
Becker & Poliskoff, P.A.
Florida Bar No. 0561614
3111 Stirling Road
Fort Lauderdale, Florida 33312
(954) 985-4111

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF Broward) SS:

FILED
50 APR 29 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, John J. Galiher, as President of Polar Freezer Corp. on behalf of the corporation which is the sole General Partner of Polar Bear Holding, 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: April 22, 1998

Polar Freezer Corp.
a Florida corporation
General Partner

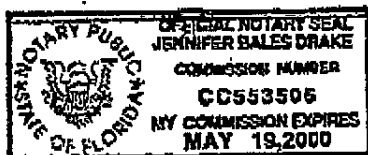
By:

John J. Galiher, President

STATE OF FLORIDA

COUNTY OF Broward

The foregoing instrument was acknowledged before me this 22 day of April, 1998, by John J. Galiher, as President of Polar Freezer 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

print

Notary Public

State of at Large
My Commission expires:

H98000008113