



THE UNITED STATES
CORPORATION
COMPANY

A98000001132

ACCOUNT NO. : 072100000032

REFERENCE : 810169-020 *Patricia P. 3955F*

AUTHORIZATION : =

COST LIMIT : \$ 148.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -7 PM 2:12

ORDER DATE : May 7, 1998

ORDER TIME : 9:58 AM

700002514997--5

ORDER NO. : 810169-020

CUSTOMER NO: 3955F

CUSTOMER: Ms. Beth Gdanski
ECKERT SEAMANS CHERIN &
MELLOTT, LC
The Plaza, Suite 902
5355 Town Center Road
Boca Raton, FL 33486

*File
2nd*

DOMESTIC FILING

NAME: HAWN ACQUISITION, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DWL

5/7/98

RECEIVED
98 MAY -7 AM 10:39
DIVISION OF CORPORATIONS

**AFFIDAVIT
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
HAWN ACQUISITION, LTD.**

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The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following as the **CERTIFICATE OF LIMITED PARTNERSHIP** and **AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS**.

1. The name of the Limited Partnership is **HAWN ACQUISITION, LTD.**
2. The office of the Partnership is located at c/o ABC Distributing, Inc., Attn: Mike Nunez, 14445 N.E. 20th Lane, North Miami, Florida, 33181, which is also the location of its principal place of business and its mailing address.
3. The name and address of the agent for service of process required to be maintained by F.S. § 620.105 are:

Thomas P. Angelo
c/o Eckert Seamans Cherin & Mellott, LC
450 East Las Olas Boulevard, Suite 800
Fort Lauderdale, FL 33301

4. The name and address of the General Partner are:

HAWN Acquisition, Inc., a Florida corporation
c/o ABC Distributing, Inc.
Attn: Mike Nunez
14445 N.E. 20th Lane
North Miami, FL 33181

pg 000041426

5. The name and address of the Limited Partners are:

Mike Nunez
c/o ABC Distributing, Inc.
14445 N.E. 20th Lane
North Miami, FL 33181

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David James Holt
c/o ABC Distributing, Inc.
14445 N.E. 20th Lane
North Miami, FL 33181

Thomas P. Angelo
c/o Eckert Seamans Cherin & Mellott, LC
450 East Las Olas Boulevard, Suite 800
Fort Lauderdale, FL 33301

Karen Wallace
c/o ABC Distributing, Inc.
14445 N.E. 20th Lane
North Miami, FL 33181

6. The term of the Partnership shall commence with the filing of the Partnership's Certificate of Limited Partnership and shall continue until December 31, 2048, unless the Partnership is sooner dissolved in accordance with the provisions of its Agreement of Limited Partnership.

7. In accordance with F.S. § 620.108, the undersigned hereby certify and declare, under the penalties of perjury, that the Limited Partners have made the cash capital contribution to the Partnership set forth opposite his or her name below:

Mike Nunez	\$ 300.00
David James Holt	\$ 300.00
Thomas P. Angelo	\$ 95.00
Karen Wallace	\$ 300.00

which is the total amount contributed and anticipated to be contributed by the Limited Partners at this time.

8. Except as specifically provided in the Agreement of Limited Partnership, no Partner shall be entitled to demand or receive the return of his, her or its original capital contribution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership and Affidavit Declaring Amount of Capital Contribution this 6th day of May, 1998.

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GENERAL PARTNER

HAWN Acquisition, Inc., a Florida corporation

By: [Signature]
Mike Nunez, its President

LIMITED PARTNERS

[Signature]
Mike Nunez

[Signature]
David James Holt

[Signature]
Thomas P. Angelo

[Signature]
Karen Wallace

I HEREBY CERTIFY that I am THOMAS P. ANGELO and I hereby accept the foregoing designation of Resident Agent.

[Signature]
THOMAS P. ANGELO

STATE OF FLORIDA)

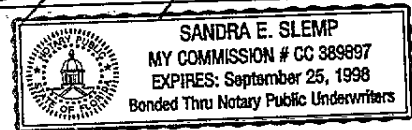
COUNTY OF MIAMI-DADE)

SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Mike Nunez, individually and as President of HAWN Acquisition, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 1998.

Sandra E. Slomp
Notary Public
State of Florida



Typed, printed or stamped name of Notary Public

My Commission Expires: 9/25/98

STATE OF FLORIDA)

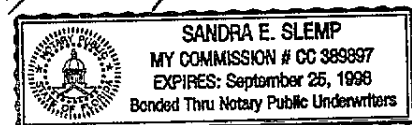
COUNTY OF MIAMI-DADE)

SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by David James Holt who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 1998.

Sandra E. Slomp
Notary Public
State of Florida



Typed, printed or stamped name of Notary Public

My Commission Expires: 9/25/98

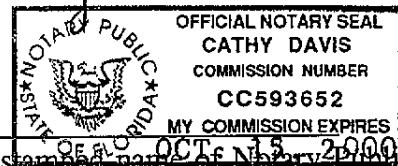
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DIVISION OF CORPORATIONS
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STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Thomas P. Angelo who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 1998.

Cathy Davis
Notary Public
State of Florida



Typed, printed or stamped name of Notary Public

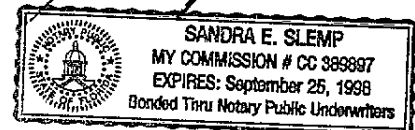
My Commission Expires:

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Karen Wallace who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 1998.

Sandra E. Slem
Notary Public
State of Florida



Typed, printed or stamped name of Notary Public

My Commission Expires: 9/25/98