

05/27/98 WED 13:55 TEL 904 359 8700

FOLEY & LARDNER

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FOLEY & LARDNER

ACCT#: 072720000061

CONTACT: KAREN PETERSON

PHONE: (904) 359-2000

FAX #: (904) 359-8700

NAME: CHO MOTORS LTD.

AUDIT NUMBER.....H98000009717

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES..... 13 27

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 26, 1998

LINDA Y. KELSO  
FOLEY & LARDNER  
200 LAURA ST.  
JACKSONVILLE, FL 32202

SUBJECT: CHO MOTORS LTD.  
REF: W98000011945

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

FAX Aud. #: H98000009717  
Letter Number: 998A00029374

Fax Audit No. H98000009717

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
CHO MOTORS LTD.,  
a Florida limited partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is CHO Motors Ltd. (the "Partnership").
2. The address of the office of the Partnership is 4306 Pablo Oaks Court, Jacksonville, Florida 32224.
3. The name and address of the agent for service of process upon the Partnership are Luther Coggin, 4306 Pablo Oaks Court, Jacksonville, Florida 32224.
4. The name and business address of the General Partner of the Partnership are as follows:

pas-46513  
CHO Motors GP Inc.  
4306 Pablo Oaks Court  
Jacksonville, Florida 32224

5. The mailing address of the Partnership is 4306 Pablo Oaks Court, Jacksonville, Florida 32224.

6. The latest date upon which the Partnership will dissolve is December 31, 2048.

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

This Certificate of Limited Partnership has been executed by the General Partner of CHO Motors Ltd. this 22nd day of May, 1998.

GENERAL PARTNER:

CHO MOTORS GP INC., a Florida  
corporation

By:   
Nancy Noble, Vice President

Prepared By: Linda Y. Kelso  
Fla Bar No. 298662  
Foley & Lardner  
200 Laura St., Jacksonville, Florida 32202  
(904) 359-2000

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, constituting the sole general partner of CHO MOTORS LTD., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partner is \$5,000.

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$5,000.

Executed as of the 22nd day of May, 1998.


FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

General Partner:

CHO MOTORS GP INC., a  
Florida corporation

By:

  
Luther Coggin, Chief Executive Officer

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TALLAHASSEE, FLORIDA  
MAY 27 1998

98 MAY 27 PM 2:09

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H98000009717

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in the above Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

  
Luther Coggin

Dated as of May 22, 1998

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TALLAHASSEE, FLORIDA

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
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