



THE UNITED STATES CORPORATION COMPANY

A99000001030

ACCOUNT NO. : 072100000032

REFERENCE : 287721 7135588

AUTHORIZATION *Patricia Pujols*

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUN 25 PM 1:40

ORDER DATE : June 25, 1999

ORDER TIME : 10:39 AM

ORDER NO. : 287721-010

CUSTOMER NO: 7135588

600002915646-4

CUSTOMER: Nicholas M. Daniels, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

DOMESTIC FILING

NAME: KRUSE ENTERPRISES, LTD.

~~FILE SECOND~~ !!!

B

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom/CHS

EXAMINER'S INITIALS:

MPC/25/99
RECEIVED
99 JUN 25 AM 11:29
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32304

CERTIFICATE OF LIMITED PARTNERSHIP
OF
KRUSE ENTERPRISES, LTD.

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

1. The name of the Partnership is KRUSE ENTERPRISES, LTD.
2. The address of the office of the Partnership is c/o U.S. Airmotive Holdings, Inc., 5439 N.W. 36th Street, Miami Springs, Florida 33166.
3. The name and address of the agent for service of process on the Partnership is NICHOLAS M. DANIELS, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.
4. The name and business address of the corporate General Partner is as follows:

ANTRO, INC.,
a Florida corporation
c/o U.S. Airmotive Holdings, Inc.
5439 N.W. 36th Street
Miami Springs, Florida 33166

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5. The mailing address of the Partnership is: c/o U.S. Airmotive Holdings, Inc., 5439 N.W. 36th Street, Miami Springs, Florida 33166.
6. The latest date upon which the Partnership shall dissolve is June 30, 2035.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. 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 executed in the Partnership name by (a) ANTHONY E. KRUSZEWSKI, as President

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of ANTRO, INC., a Florida Corporation, as the General Partner of KRUSE ENTERPRISES, LTD. or (b) an authorized corporate officer, ANTRO, INC., a Florida corporation, as General Partner of KRUSE ENTERPRISES, LTD.

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 the General Partner of KRUSE ENTERPRISES, LTD. this 23rd day of JUNE, 1999.

GENERAL PARTNER

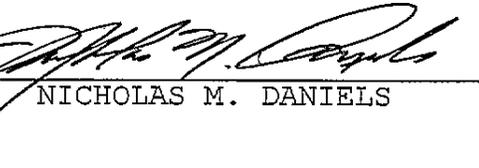
ANTRO, INC., a Florida corporation

By: 
ANTHONY E. KRUSZEWSKI,
President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for KRUSE ENTERPRISES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, 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

By: 
NICHOLAS M. DANIELS

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

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared ANTHONY E. KRUSZEWSKI, as President of ANTRO, INC., a Florida corporation, which is the General Partner of KRUSE ENTERPRISES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o U.S. Airmotive Holdings, Inc., 5439 N.W. 36th Street, Miami Springs, Florida 33166, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

| | |
|-----------------------------------|-----------|
| ANTHONY E. KRUSZEWSKI | \$ 495.00 |
| c/o U.S. Airmotive Holdings, Inc. | |
| 5439 N.W. 36 th Street | |
| Miami Springs, Florida 33166 | |
| | |
| ROSE KRUSZEWSKI | \$ 495.00 |
| c/o U.S. Airmotive Holdings, Inc. | |
| 5439 N.W. 36 th Street | |
| Miami Springs, Florida 33166 | |
| | |
| Total | \$ 990.00 |

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

| | |
|-----------------------------------|--------|
| ANTHONY E. KRUSZEWSKI | \$ -0- |
| c/o U.S. Airmotive Holdings, Inc. | |
| 5439 N.W. 36 th Street | |
| Miami Springs, Florida 33166 | |
| | |
| ROSE KRUSZEWSKI | \$ -0- |
| c/o U.S. Airmotive Holdings, Inc. | |
| 5439 N.W. 36 th Street | |
| Miami Springs, Florida 33166 | |
| | |
| Total | \$ -0- |

FURTHER AFFIANT SAITH 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.

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99 JUN 25 PM 1:40
DIVISION OF CORPORATIONS

GENERAL PARTNER:

ANTRO, INC.,
a Florida corporation

By: Anthony E. Kruszewski
ANTHONY E. KRUSZEWSKI,
President

Dated: JUNE 23, 1999

The foregoing instrument was acknowledged before me this 23rd day of JUNE, 1999, by ANTHONY E. KRUSZEWSKI, as President of ANTRO, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

Leticia Companioni
Notary Public, State of Florida
at Large

Leticia Companioni
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

OFFICIAL NOTARY SEAL
LETICIA COMPANIONI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC656648
MY COMMISSION EXP. JULY 5, 2001

W:\Kruszewski\PLP\Affidavit of Cap Cont.wpd