



THE UNITED STATES  
CORPORATION  
COMPANY

# A99000002069

ACCOUNT NO. : 072100000032

REFERENCE : 508497 11504A

AUTHORIZATION : *Patricia Papp*

COST LIMIT : \$ 140.00

ORDER DATE : December 8, 1999

ORDER TIME : 3:53 PM

ORDER NO. : 508497-005

600003064836--8

CUSTOMER NO: 11504A

CUSTOMER: Leonard Grand, Esq  
GRAND & GRAND, P.A. VENTURE  
GRAND & GRAND, P.A. VENTURE  
Building I, Suite 450  
3440 Hollywood Boulevard  
Hollywood, FL 33021

DOMESTIC FILING

NAME: ABE GROUP ENTERPRISES  
LIMITED PARTNERSHIP

EFFECTIVE DATE:

       ARTICLES OF INCORPORATION  
XX        CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX        CERTIFIED COPY  
              PLAIN STAMPED COPY  
              CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
99 DEC -8 PM 4:41  
RECEIVED  
99 DEC -8 PM 4:39  
EFFECTIVE DATE  
12/18/99  
FILED  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*BK 12/8/99*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 9, 1999

JEANINE REYNOLDS  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: ABE GROUP ENTERPRISES LIMITED PARTNERSHIP  
Ref. Number: W99000028122

We have received your document for ABE GROUP ENTERPRISES LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

In the Certificate of Limited Partnership, you say that you wish to convert a Maryland Limited Partnership into a Florida Limited Partnership.

We are not aware of any statutory authority which allows this.

What part of the law are you attempting to use?

It appears to us that you would first have to form a Florida limited partnership. And then you could merge the Maryland limited partnership into the Florida entity under Florida's cross-entity merger law.

Or perhaps your interests could be served by simply filing a Florida limited partnership and then canceling the other partnership's Maryland filing, and its Florida qualification.

We are returning your Florida limited partnership filing -- which has to be revised. And we are returning your Cancellation of the Maryland limited partnership's qualification. We are also sending you a cross-entity merger form, which you may wish to use.

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) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 799A00057995

**RESUBMIT**

Please give original  
submission date as file date.

99 DEC -8 PM 4:41  
DIVISION OF CORPORATIONS  
FILING SECTION

EFFECTIVE DATE  
12/13/99

99 DEC 10 PM 12:18

RECEIVED

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC -8 PM 4:41

## FLORIDA CERTIFICATE OF LIMITED PARTNERSHIP

1. The name of the limited partnership is "ABE GROUP ENTERPRISES LIMITED PARTNERSHIP".

2. The address of the office and the name and address of the agent for service of process is:

LEONARD GRAND, ESQ.  
3440 Hollywood Blvd., Suite 450  
Hollywood, FL 33021

(This is also the partnership's mailing address.)

3. The name and business address of the sole general partner is:

ABE GROUP ENTERPRISES, INC.  
c/o LEONARD GRAND, President  
3440 Hollywood Blvd., Suite 450  
Hollywood, FL 33021

898000028694

4. The latest date upon which the limited partnership is to dissolve is December 31, 2074.

5. This Certificate shall be effective as of December 13, 1999.

EXECUTED as of December 7, 1999.

General Partner:

ABE GROUP ENTERPRISES, INC.,  
a Florida Corporation

By:   
LEONARD GRAND, President

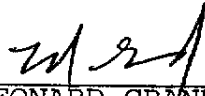
Attest:   
MARK S. GRAND, Secretary

CERTIFICATE OF ACCEPTANCE  
OF APPOINTMENT AS AGENT  
FOR SERVICE OF PROCESS

99 DEC -8 PM 4:41  
EFFECTIVE DATE  
12/13/99  
CLERK OF SUPERIOR COURT  
STATE OF FLORIDA

THE UNDERSIGNED having been named as agent for service of process by ABE GROUP ENTERPRISES LIMITED PARTNERSHIP hereby certifies his acceptance and agrees to comply with all requirements of the laws of the State of Florida in this regard.

Dated this 7th day of December, 1999.

  
\_\_\_\_\_  
LEONARD GRAND  
3440 Hollywood Blvd.  
Suite 450  
Hollywood, FL 33021

FILED  
STATIONS  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE  
JAN 11 1961  
69-100-10000

**EFFECTIVE DATE**  
**12/13/96**

Type of Identification Produced: