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(Requestor's Name)

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PICK-UP WAIT MAIL

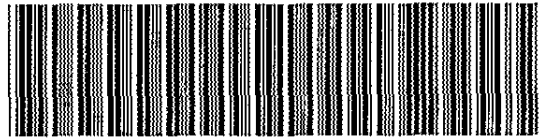
(Business Entity Name)

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03 JAN 29 11:10:23
STATE REGISTRATIONS
TALLAHASSEE, FLORIDA

W03-2781
5006 D 3 NAV J. BRYAN JAN 30 2003
FILED
J. BRYAN FEB 12 2003
TALLAHASSEE, FLORIDA
2003 FEB 12 PM 1:34



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 30, 2003

UCC FILING & SEARCH SERVICES, INC.
526 EAST PARK AVENUE
TALLAHASSEE, FL 32301

SUBJECT: ABC/LTD GROUP, L.P.
Ref. Number: W03000002781

**Should be OK now*
2003 FEB 12 PM 1:34
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for ABC/LTD GROUP, L.P. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

→ Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 203A00006389

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UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

January 29, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

abc/LTD Group LP

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

X LP

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 UCC FILING & SEARCH SERVICES
 TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. abc/LTD Group, L.P.
(Name of limited partnership as it is in the home state)

2. _____
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Delaware 4. January 14, 2003
(State of Formation) (Date of Formation)

5. Atrium Registered Agents, Inc.
(Name of Registered Agent for Service of Process)

6. 1500 San Remo Avenue, Suite 125
(Street Address of Registered Office)

Coral Gables, Florida 33146
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
Atrium Registered Agents, Inc.

By: /s/ Robert Stamen
(Agent must sign on this line)
Robert A. Stamen, Vice President

8. 1500 San Remo Avenue, Suite 125
Coral Gables, FL 33146
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>#M03000000366</u> abc Catalog, LLC	14445 N.E. 20th Lane, No. Miami, FL 33181
<u>#M03000000430</u> LTD Catalog, LLC	2800 Lakeside Drive, Bannockburn, IL 60015

10. 2800 Lakeside Drive, Bannockburn, IL 60015
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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TALLAHASSEE, FLORIDA

12. 14445 N.E. 20th Lane

No. Miami, FL 33181-1446
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of JANUARY, 2003

abc Catalog, LLC, General Partner

BY: Marvin Leibowitz, President

General Partner

Marvin Leibowitz, President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 28th day of JANUARY, 2003

Marvin Leibowitz, President of
abc Catalog, LLC, General Partner, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____

Robert A. Stamen

(Notary Public Signature)

ROBERT A. STAMEN

(Notary's Printed Name)

Seal

My Commission Expires: _____

OFFICIAL NOTARY SEAL
ROBERT A STAMEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC974200
MY COMMISSION EXP. NOV. 7, 2004

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JULIAN CORPORATION'S
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Marvin Leibowitz, as President of abc Catalog, LLC,
a general partner of abc/LTD Group, L.P., a (an) Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$100,000,000.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 50,000,000

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28 day of JANUARY, 2003
abc Catalog, LLC, General Partner

By: Marvin Leibowitz, Pres.
General Partner
Marvin Leibowitz, President

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2003 FEB 12 PM 1:34
NOTARY PUBLIC CORPORATIONS
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this 28th day of JANUARY, 2003

Marvin Leibowitz, President of abc Catalog, LLC, General Partner, personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of _____

Robert A. Stamen
(Notary Public Signature)

ROBERT A. STAMEN
(Notary's Printed Name)

OFFICIAL NOTARY SEAL
ROBERT A STAMEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC974200
MY COMMISSION EXP. NOV. 7 2004

Seal My Commission Expires: _____