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TALLAHASSEE FLORIDA

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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002370723--2
-12/12/97--01065--002
****175.00 *****96.25

Turbo Marine Refrigeration, Ltd.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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Thanks,
Jeff

APPLICATION FOR REGISTRATION AS A FOREIGN LIMITED PARTNERSHIP
OF
TURBO MARINE REFRIGERATION, LTD.

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TALLAHASSEE FLORIDA

In compliance with Section 620.169, Florida Statutes, the following is submitted to register a foreign limited partnership to transact business in the State of Florida:

1. The name of the foreign limited partnership is Turbo Marine Refrigeration, Ltd. (the "Partnership").
2. The Partnership was organized in the Commonwealth of Kentucky on December 4, 1997.
3. The address of the registered office of the Partnership is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida, 33324, and the name of the registered agent at such address is C T Corporation System.
4. Registered agent acceptance:

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

C T Corporation System

Carol A. Record
(Registered agent's signature) (Officer)

Carol A. Record, Asst. Sec'y

(Type Name and Title of Officer)

5. If C T Corporation System's authority to act as registered agent for the Partnership has been revoked or if such registered agent cannot be found or served with the exercise of reasonable diligence, then the Florida Secretary of State shall be appointed the agent of the Partnership for service of process.
6. The principal office address of the Partnership is 1000 W. Ormsby Street, Ste. 120, Louisville, Kentucky 40210.

7. The name and business address of the sole General Partner is
 OPM Services, Inc., a Kentucky Corporation
 1000 W. Ormsby Street, Ste. 120
 Louisville, Kentucky 40210
8. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions, together with an undertaking by the Partnership to keep those records until the Partnership's registration in this state is canceled or withdrawn is 1000 W. Ormsby Street, Ste. 120, Louisville, Kentucky 40210.
9. The mailing address for the Partnership is 1000 W. Ormsby, Ste. 120, Louisville, Kentucky 40210.
10. The application is accompanied by a certificate issued by the Secretary of State or other authorized officer of the jurisdiction of organization evidencing the Partnership's existence and dated 90 days of the date of receipt of the application.

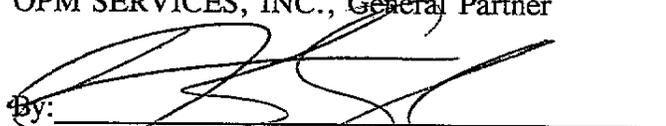
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 TALLAHASSEE, FLORIDA

F970000065

IN WITNESS WHEREOF, this Application for Registration as a Foreign Limited Partnership has been executed by the undersigned on the 4th day of December, 1997, for the purpose of registering to transact business in the State of Florida as a foreign limited partnership.

TURBO MARINE REFRIGERATION, LTD.

OPM SERVICES, INC., General Partner

By: 
 W. KENT OYLER, III, Executive Manager

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

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TALLAHASSEE FLORIDA

The foregoing instrument was acknowledged and sworn to before me this 12 day of December, 1997, by W. Kent Oyler, III, Executive Manager of OPM Services, Inc, the General Partner of Turbo Marine Refrigeration, Ltd., a Kentucky limited partnership, on behalf of the Partnership.

My commission expires: 5/16/99

Shelley Quinlana
NOTARY PUBLIC
STATE OF KENTUCKY AT LARGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned constituting all of the general partners of Furbo Marine Refrigeration, Ltd., a Kentucky limited partnership, certify as follows:

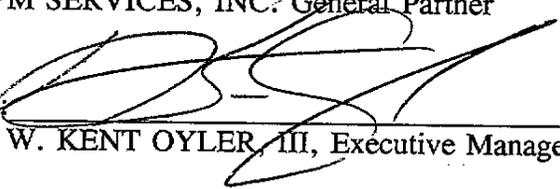
The amount of capital contributions to date of the limited partners is \$ - 0.

~~The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 2,000.00~~ The anticipated amount of limited partner contributions that are to be allocated for the purpose of transacting business in Florida is \$2,000.00.
This 7th day of December, 1997.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

OPM SERVICES, INC. General Partner

By: 

W. KENT OYLER, III, Executive Manager

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

BEFORE ME, this 4th day of December, 1997, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared W. Kent Oyler, III, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as Executive Manager of OPM Services, Inc., the General Partner of Turbo Marine Refrigeration, Ltd., a Kentucky limited partnership, on behalf of the Partnership.

My commission expires: 5/16/99

Shelley Quintana
NOTARY PUBLIC
STATE OF KENTUCKY AT LARGE

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TALLAHASSEE FLORIDA