



THE UNITED STATES
CORPORATION
COMPANY

000000000438

ACCOUNT NO. : 072100000032

REFERENCE : 616080 7135588

AUTHORIZATION : Patricia Lopez

COST LIMIT : \$ 140.00

ORDER DATE : March 8, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 616080-010

CUSTOMER NO: 7135588

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: LEDER-SPARLIN ENTERPRISES,
LTD.

**** FILE 2ND ****

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: Erika Carlson

EXAMINER'S INITIALS:

500003162375-9

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 MAR -8 PM 2:05

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR -8 AM 11:23

RECEIVED

CERTIFICATE OF LIMITED PARTNERSHIP

OF

LEDER-SPARLIN ENTERPRISES, LTD.

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 LEDER-SPARLIN ENTERPRISES, LTD.

2. The address of the office of the Partnership is c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487.

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:

P-23931

LSE, INC.,
a Florida corporation
c/o Leder Group Investment Properties
6530 West Rogers Circle, Suite #31
Boca Raton, Florida 33487

5. The mailing address of the Partnership is: c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487.

6. The latest date upon which the Partnership shall dissolve is March 31, 2040.

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

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SECRETARY OF STATE

property in which the Partnership has an interest shall be executed in the Partnership name by (a) NICHOLAS M. DANIELS, as Vice President of LSE, INC., a Florida corporation, as the General Partner of LEDER-SPARLIN ENTERPRISES, LTD. or (b) an authorized corporate officer, of LSE, INC., a Florida corporation, as General Partner of LEDER-SPARLIN ENTERPRISES, LTD.

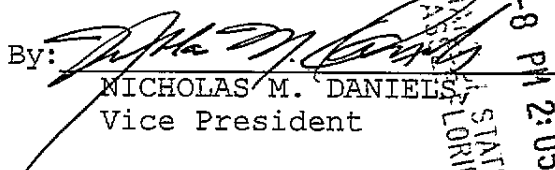
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of LEDER-SPARLIN ENTERPRISES, LTD. this 7th day of MARCH, 2000.

GENERAL PARTNER

LSE, INC., a Florida corporation

By:


NICHOLAS M. DANIELS
Vice President

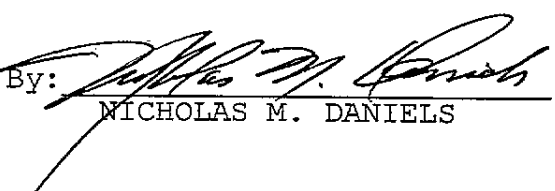
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STATE
FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for LEDER-SPARLIN 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)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared LEDER-SPARLIN ENTERPRISES, LTD., as President of LSE, INC., a Florida corporation, which is the General Partner of LEDER-SPARLIN ENTERPRISES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Leder Group Investment Properties, 6530 West Rogers Circle, Suite #31, Boca Raton, Florida 33487 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:

Sam Leder	\$660.00
c/o Leder Group Investment Properties	
6530 West Rogers Circle, Suite #31	
Boca Raton, Florida 33487	
 Eugene Sparlin	330.00
c/o Leder Group Investment Properties	
6530 West Rogers Circle, Suite #31	
Boca Raton, Florida 33487	
 Total	\$990.00

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

Sam Leder	\$ -0-
c/o Leder Group Investment Properties	
6530 West Rogers Circle, Suite #31	
Boca Raton, Florida 33487	
 Eugene Sparlin	-0-
c/o Leder Group Investment Properties	
6530 West Rogers Circle, Suite #31	
Boca Raton, Florida 33487	
 Total	\$ -0-

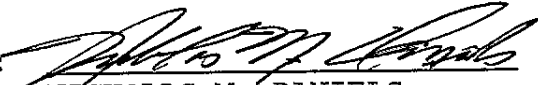
FURTHER AFFIANT SAITH NAUGHT.

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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.

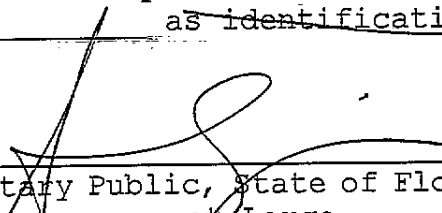
GENERAL PARTNER:

LSE, INC., a Florida corporation

By: 
NICHOLAS M. DANIELS,
Vice President

Dated: MARCH 7, 2000

The foregoing instrument was acknowledged before me this 7th day of March, 2000, by LEDER-SPARLIN ENTERPRISES, LTD., as Vice President of LSE, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.


Notary Public, State of Florida
at Large

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

My Commission Expires:
OFFICIAL NOTARY SEAL
LETICIA COMPANION
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC656648
MY COMMISSION EXPIRES JULY 5 2001

W:\leder\FLP\Affidavit of Cap Cont.wpd

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CLERK OF STATE
TALLAHASSEE FLORIDA