

A00000000764

MICHAEL D. TANNENBAUM

2100 PALM BEACH BLVD
PALM BEACH, FLORIDA 33409
Palm Beach County (561) 471-1406
Deerfield / Boca (954) 421-0025
Fax (561) 683-7551

May 2, 2000

700003240447--0
-05/04/00--01088--010
***1837.50 ***1837.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Vidockler Associates, Ltd.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership for the above-referenced limited partnership. Also enclosed is a check in the amount of \$1,837.50 cover the filing fee and the cost of issuing a certified copy. Please return the certified copy to me as soon as possible.

If you have any questions concerning this matter, please feel free to contact me.

Very truly yours,

MICHAEL D. TANNENBAUM

MDT/sl
Encl.

FILED
00 MAY 14 PM 4:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

A00-764
25-10
[Handwritten initials and stamps]

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Vidockler Associates, Ltd.
a Florida Limited Partnership**

The undersigned general partners 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 Vidockler Associates, Ltd.
2. The address of the office of the Partnership is 3755 Via Poinciana, #414, Lake Worth, Florida 33467.
3. The name and address of the agent for services of process on the Partnership is Arthur Vidockler, 3755 Via Poinciana, #414, Lake Worth, Florida 33467.
4. The names and business addresses of the general partners are as follows:

Arthur Vidockler
3755 Via Poinciana, #414
Lake Worth, Florida 33467

Seth Vidockler
1063 Morse Avenue
24-207
Sunnyvale, CA 94089

Jay Vidockler
42 New Street
Ramsey, NJ 07446

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

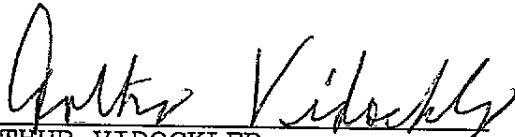
5. The mailing address of the Partnership is 3755 Via Poinciana, #414, Lake Worth, Florida 33467.

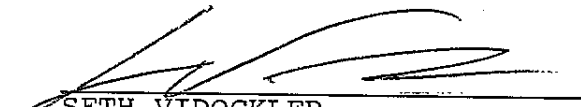
6. The latest date upon which the Partnership shall dissolve is December 31, 2030.


The execution of this certificate by the undersigned general partners 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 all of the general partners of Vidockler Associates, Ltd., this 10 day of March, 2000.

GENERAL PARTNERS


ARTHUR VIDOCKLER


SETH VIDOCKLER

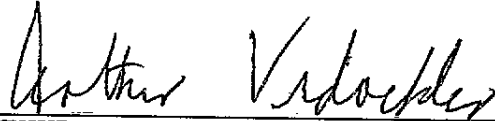

JAY VIDOCKLER

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Vidockler Associates, 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



ARTHUR VIDOCKLER

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared ARTHUR VIDOCKLER, constituting one of the general partners of Vidockler Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

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

ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000.00)

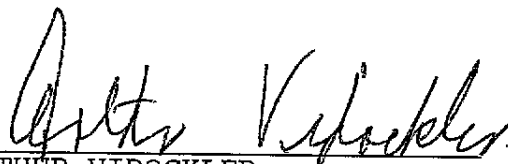
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

DATED: March 10, 2000


ARTHUR VIDOCKLER,
General Partner

FILED
00 MAY -4 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, 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 ARTHUR VIDOCKLER, 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 General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10, day of March, 2000.



NOTARY PUBLIC

My Commission Expires



FILED
00 MAY -4, PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF
COUNTY OF

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared SETH VIDOCKLER, constituting one of the general partners of Vidockler Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

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

ONE MILLION AND FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000.00)

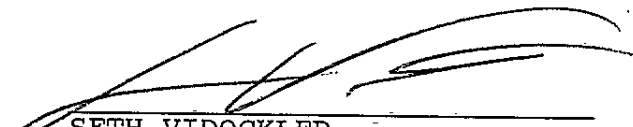
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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.

DATED: 3/31/00

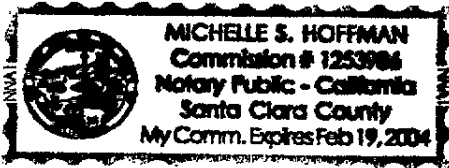


SETH VIDOCKLER,
General Partner

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, 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 SETH VIDOCKLER, 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 General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31, day of March, 2002.



Michelle S. Hoffman
NOTARY PUBLIC

My Commission Expires 02/19/2004

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared JAY VIDOCKLER, constituting one of the general partners of Vidockler Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

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

ONE MILLION FIVE HUNDRED THOUSAND DOLLARS (\$1,500,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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.

DATED: March 10, 2000

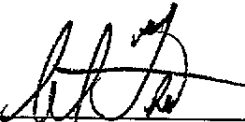


JAY VIDOCKLER,
General Partner

FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

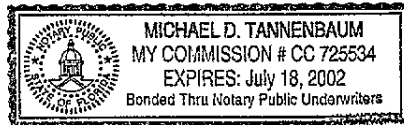
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JAY VIDOCKLER, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10, day of March, 2000.



NOTARY PUBLIC

My Commission Expires



FILED
00 MAY -4 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA