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CORPORATIONS
TALLAHASSEE, FLORIDA

W05-911
J. BRYAN JAN - 6 2005

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PALM BEACH, FL 33480
PLEASE REPLY TO:
PALM BEACH GARDENS

December 30, 2004

Division of Corporations
Attn: Limited Partnerships
P.O. Box 6327
Tallahassee, Florida 32314

2005 JAN 11 AM 8:23
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Popkin-Donoway Family Limited Partnership

Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership to be filed. We have enclosed our check in the amount of \$1,785.00 for the filing fees. I have enclosed an extra copy for you to stamp in and return to our office.

Thank you and should you have any questions or need anything further, please do not hesitate to contact me.

Sincerely yours,

Patti K. Babka, CLA
Certified Legal Assistant

/pkb

Enclosure(s) as Stated



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2005

PATTI K. BABKA, CLA
COMITER & SINGER, LLP
3801 PGA BOULEVARD, SUITE 604
PALM BEACH GARDENS, FL 33410

SUBJECT: POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP
Ref. Number: W05000000911

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

We have received your document for POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the document has not been filed and is being retained in this office for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 805A00001130

POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes, §620.108, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for the POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP hereinafter referred to as the Partnership.

1. The name of the Partnership is the POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP.

2. The initial purpose of the Partnership is to own, hold, maintain, sell, exchange and otherwise invest in the stock of corporations, limited liability corporations, general or limited partnership interests, real estate, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonably incident thereto. The Partnership may also specifically invest in stocks, bonds, and any other investment it sees fit, including purchase of said stocks, bonds and other investments in cash, on margin, buying and selling long and short, and may purchase such stocks and bonds on margin or directly; the Partnership may also purchase futures, options, puts, calls, etc. at the discretion of the general partner. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Uniform Limited Partnership Act of Florida.

3. The principal place of business and the mailing address of the Partnership shall be located at 2725 Windmill Ranch Road, Weston, Florida 33331, or such other place as the General Partner may from time to time designate. The name and address of the Resident Agent is, Michael S. Singer, Esquire, 3801 PGA Boulevard, Suite 604, Palm Beach Gardens, Florida 33410.

4. The name and address of each Partner is as follows:

GENERAL PARTNER:

POPKIN-DONOWAY, LLC #L05000002992
2725 Windmill Ranch Road
Weston, Florida 33331

LIMITED PARTNER:

POPKIN-DONOWAY, LLC
2725 Windmill Ranch Road
Weston, Florida 33331

EL AL CHILDREN'S TRUST
2725 Windmill Ranch Road
Weston, Florida 33331

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JACKSONVILLE, FLORIDA

5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partnership shall continue in accordance with the filing of this Certificate of Limited Partnership until July 7, 2054, unless sooner terminated in accordance with the Agreement of Limited Partnership.

6. The Limited Partners have contributed the property listed on the Affidavit of Capital Contribution to the capital of the Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may voluntarily contribute additional capital in exchange for additional limited partnership units, or may instead elect to increase such Limited Partner's basis in existing partnership units, at the election of such Limited Partner.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner shall only have the right to assign and transfer any or all of his Limited Partnership Interest as restricted by the Agreement of Limited Partnership.


11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership agreement.

12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the General and Limited Partners have hereunto set their hands and seals on the 5th day of July, 2004.

GENERAL PARTNER:


POPKIN-DONOWAY, LLC


By: 
CATHERINE D. POPKIN, Managing Member

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JACKSONVILLE, FLORIDA

LIMITED PARTNERS:

POPKIN-DONOWAY, LLC

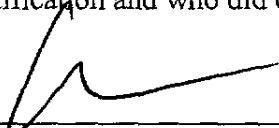
By: 
CATHERINE D. POPKIN, Managing Member


CATHERINE D. POPKIN, as Trustee of The
El Al Children's Trust

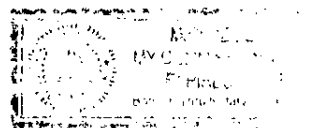
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned Notary Public in and for said State and County, personally appeared Catherine D. Popkin, Managing Member of POPKIN-DONOWAY, LLC known to me and who swore that she did sign the foregoing instrument for POPKIN-DONOWAY, LLC and that the same was her free act and deed in such capacity.

The foregoing Certificate of Limited Partnership for POPKIN-DONOWAY Family Limited Partnership was subscribed, sworn to, and acknowledged before me this 5th day of July, 2004, by Catherine D. Popkin, Managing Member of Popkin-Donoway, LLC who is personally known to me or who has produced a driver's license as identification and who did or did not take an oath.



NOTARY PUBLIC
My Commission Expires:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served.

The following is submitted, in compliance with Florida Statutes:

POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP is a Limited Partnership organized under the laws of the State of Florida, with its principal office located at 2725 Windmill Ranch Road, Weston, Florida 33331, in the County of Broward, State of Florida. POPKIN-DONOWAY FAMILY LIMITED PARTNERSHIP has named Michael S. Singer, Esquire, 3801 PGA Boulevard, Suite 604, Palm Beach Gardens, FL 33410, its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept Service of Process at the designated address in Florida) in some conspicuous place in the office as required by law.



MICHAEL S. SINGER, ESQUIRE

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2005 JAN 11 AM 8:23
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTION
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of The Popkin-Donoway Family Limited Partnership, a Florida Limited Partnership (the "Partnership"), certifies as follows:

The amount of capital contributions to date made by the Limited Partners to the Partnership is \$ 1,900,000.00.

The total amount of capital contributed and anticipated to be contributed by the Limited Partners to the Partnership at this time totals \$ 1,900,000.00.

Signed this 5th day of July, 2004.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

POPKIN-DONOWAY, LLC,
a Florida limited liability company

By: Catherine D. Popkin

Catherine D. Popkin, Member

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

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 Catherine D. Popkin, in her capacity as a member of POPKIN-DONOWAY, LLC, the General Partner of Popkin-Donoway Family Limited Partnership, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and she acknowledged to me and before me that she executed this Affidavit freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 5th day of July, 2004.

[SEAL]

Notary Public
State of Florida, at Large
Typed or Printed Name of Notary

