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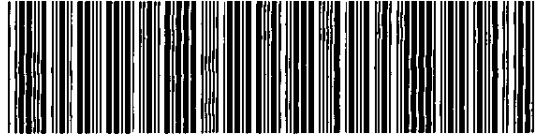
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TALLAHASSEE, FLORIDA

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

February 16, 2009

Brian V. Bergman
Jennifer M. Gonzalez

Via Federal Express
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: The Spector Family Limited Partnership
Our File No. 1391-3

Dear Sir/Madam:

On behalf of the above-referenced Florida Limited Partnership, I enclose herewith an original fully executed and notarized Certificate of Limited Partnership, together with our firm check in the amount of \$1,052.50.

Please have this original copy of the Certificate filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$1,000.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$ 1,052.50

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:jmg

Enclosures

cc: Shirley S. Spector
Berna S. Feuerstein
Anna S. Decker

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE SPECTOR FAMILY LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

We, the undersigned subscribers, having formed a Limited Partnership, pursuant to Chapter 620, Florida Statutes, do hereby certify and state as follows:

ARTICLE I

NAME

The name of the Limited Partnership shall be:

THE SPECTOR FAMILY LIMITED PARTNERSHIP

ARTICLE II

CHARACTER OF BUSINESS

The nature and character of the business to be carried on by the Limited Partnership is:

1. To hold title to the residence located in Watauga County, North Carolina;
2. To hold and manage for investment purposes real estate, stocks, bonds, securities, or any other property (any and all of such property as may from time to time be used by the Limited Partnership being hereinafter referred to as the "Property"). It is intended that the consolidation of investments through the Limited Partnership will provide centralized and cost effective management; and
3. To engage in any legal activities that the General Partners may from time to time deem to be in the best interest of the Limited Partnership; and
4. To ensure management continuity for the property, to provide management experience, participation, and succession of management to family members, and to

share investment capital with family members by providing the means for them to acquire an interest in the Limited Partnership.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Limited Partnership shall be 5660 Collins Avenue, Apt. 17D, Miami Beach, Florida 33140 and the Limited Partnership may establish such other offices within the State of Florida or elsewhere as the General Partner shall select and designate. The Limited Partnership shall maintain its books and records at 5660 Collins Avenue, Apt. 17D, Miami Beach, Florida 33140.

ARTICLE IV

REGISTERED AGENT

That, THE SPECTOR FAMILY LIMITED PARTNERSHIP, desiring to organize under the laws of the State of Florida has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Miami-Dade County, Florida, and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

ARTICLE V

NAME AND BUSINESS ADDRESS OF EACH PARTNER

The name and place of business of each General and Limited Partner is as follows:

GENERAL PARTNER

<u>Name</u>	<u>Place of Business</u>
Spector Family GP, LLC	5660 Collins Avenue, Apt. 17D Miami Beach, FL 33140

LIMITED PARTNERS

<u>Name</u>	<u>Place of Business</u>
Shirley Stein Spector	5660 Collins Avenue, Apt. 17D Miami Beach, FL 33140
Anna S. Decker	18 Eton Road Scarsdale, NY 10583
Berna S. Feuerstein	18 Oak Street Tenafly, NJ 07670

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ARTICLE VI

TERM

The Limited Partnership shall continue in existence until May 31, 2033 and shall be continued in five (5) year increments thereafter, until dissolution or termination by action of the General Partner as provided in the Limited Partnership Agreement, or by operation of law.

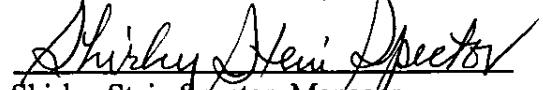
ARTICLE VII

DISSOLUTION OF GENERAL PARTNER

Upon the dissolution of the General Partner, the Partnership shall forthwith be dissolved and terminated unless continued by unanimous action of the Limited Partners.

GENERAL PARTNER

SPECTOR FAMILY GP, LLC


Shirley Stein Spector, Manager


Anna S. Decker, Manager


Berna S. Feuerstein, Manager

STATE OF Florida)
COUNTY OF Miami-Dade) SS:

BEFORE ME, the undersigned authority, personally appeared Shirley Stein Spector, Manager of Spector Family GP, LLC, to me well known and known to be the person in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 31 day of December, 2008.



Rona A. Stanton
Notary Public

STATE OF New York)
COUNTY OF Westchester) SS:

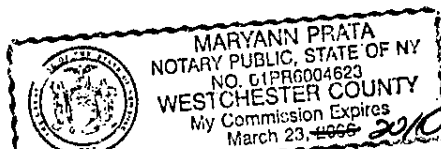
BEFORE ME, the undersigned authority, personally appeared Anna S. Decker, Manager of Spector Family GP, LLC, to me well known and known to be the person in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 7 day of January, 2009.

Anna S. Decker
Notary Public

My Commission Expires:

STATE OF New Jersey)
COUNTY OF Bergen) SS:



BEFORE ME, the undersigned authority, personally appeared Berna S. Feuerstein, Manager of Spector Family GP, LLC, to me well known and known to be the person in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 17th day of January, 2009.

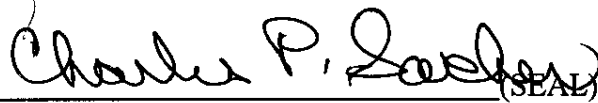
Carol D. Jamison
Notary Public

My Commission Expires: 3/24/11

CAROL D. JAMISON
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MARCH 24, 2011

ACKNOWLEDGMENT OF REGISTERED AGENT

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.

 (SEAL)

Charles P. Sacher, Registered Agent

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TALAMON, SEED, JORDAN

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

The undersigned constituting all of the general partners of The Spector Family Limited Partnership, a Florida Limited Partnership, certify:

1. The amount of capital contributions to date of the limited partners is \$ 3,000,000.00

It is not anticipated that additional capital contributions will be made by the limited partners.

Signed this 31 day of December, 2008.

FURTHER AFFIANT SAYETH NOT.

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

SPECTOR FAMILY GP, LLC, a Florida limited liability company

By: Shirley Stein Spector
Shirley Stein Spector, Manager

By: Anna S. Decker
Anna S. Decker, Manager

By: Berna S. Feuerstein
Berna S. Feuerstein, Manager

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