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October 5, 1995

Federal Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-10/09/95--01028--013
***1837.50 ***1802.50

Re: First Delhi Family Partnership, Ltd.

Dear Sir/Madam:

Enclosed is an Affidavit of Capital Contributions and Certificate of Limited Partnership of First Delhi Family Partnership, Ltd., a limited partnership, for filing with the Florida Department of State. Also enclosed is a check in the amount of \$1,837.50 which represents your filing fee in the amount of \$1,750.00; the registered agent designation in the amount of \$35.00; and the fee for one certified copy in the amount of \$52.50. Please forward the certified copy and confirmation of filing letter to the undersigned. Thank you for your assistance in this matter and if you have any questions or comments regarding same please do not hesitate to contact me.

Very truly yours,

Sherry D. Logsdon
Legal Assistant

SDL

Enclosure

cc: Martin A. Traber, Esq., w/o/encl.

cc

10/10/95 a

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1995 OCT -6 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
FIRST DELHI FAMILY PARTNERSHIP, LTD
a limited partnership**

We the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Partnership Act, do hereby certify:

1. The name of the firm under which such partnership is to be conducted is the FIRST DELHI FAMILY PARTNERSHIP, LTD.

2. The character of the business intended to be transacted by the partnership is as follows: the purchase, sale, holding and otherwise dealing in all assets real and personal as either as long term or short term capital investments.

3. The location and principal place of business of the Partnership is 2745 Kersdale Road, Pepper Pike, Ohio 44126 and the name and address of the registered agent is Jugal K. Taneja, 5770 Roosevelt Boulevard, Suite 700, Clearwater, Florida 34620.

4. (a) The name and place of residence of each general partner interested in the partnership is as follows:

<u>Name</u>	<u>Place of Residence</u>
Jugal K. Taneja	7650 Bayshore Drive, Unit 603-B, Treasure Island, Florida 33706

(b) The name and place of residence of each limited partner interested in the partnership is as follows:

<u>Name</u>	<u>Place of Residence</u>
Jugal K. Taneja	7650 Bayshore Drive, Unit 603-B, Treasure Island, Florida 33706
Mandeep K. Taneja	2745 Kersdale Road, Pepper Pike, Ohio 44126
Mihir K. Taneja	7650 Bayshore Drive, Unit 603-B, Treasure Island, Florida 33706

5. The partnership shall exist as a limited partnership from the filing of this certificate and until the 31st day of December 2040.

6. The initial capital contributions of each limited partner is as follows:

<u>Name</u>	<u>Cash</u>	<u>Securities</u>	<u>Real Property</u>	<u>Total</u>
Jugal K. Taneja	-0-	\$ 47,500.00	-0-	\$ 47,500.00
Mandeep K. Taneja	\$8,579.00	\$659,427.00	\$14,921.00	\$682,927.00
Mihir K. Taneja	\$8,579.00	\$659,427.00	\$14,921.00	\$682,927.00

No other property of any description has been contributed by any limited partner.

7. The limited partners may make additional capital contributions as may from time to time be agreed upon by the general partner and limited partners.

8. No partner is entitled to a return of their capital contribution.

9. The share of the profits by way of income which each limited partner shall receive by reason of his contribution is as follows:

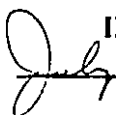
<u>Name</u>	<u>Percentage</u>
Jugal K. Taneja	3.4%
Mandeep K. Taneja	47.8%
Mihir K. Taneja	47.8%

10. No partner has the right to substitute an assignee and contribute in his or her place, without the consent of the general partner, which the general partner may in his sole discretion withhold.

11. Additional limited partners may be admitted with the consent of the general partner. No limited partner has any right of priority over any other limited partner and no limited partner has any right to compensation by way of income.

12. Successor general partners are appointed to assume the duties and obligations of the general partner upon on the death, retirement or insanity of the general partner. Upon the death, retirement or insanity of the last appointed successor general partner, the partners may continue the business upon their selection of a substitute general partner and the unanimous vote of all limited partners.

13. No limited partner has the right to demand or receive property other than cash in return for his or her contribution

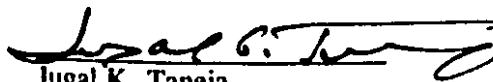
 IN WITNESS WHEREOF, the undersigned have executed this certificate this 25th day of July, 1995.

GENERAL PARTNER:


Jugal K. Taneja

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LIMITED PARTNERS:


Jugal K. Taneja


Mandeep K. Taneja


Mihir K. Taneja

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF OHIO
COUNTY OF CUYAHOGA

The foregoing instrument was acknowledged before me this 25th day of July, 1995 by Jugal K. Taneja as General Partner and a Limited Partner of this Partnership Agreement, and who is personally known to me and who did take an oath.

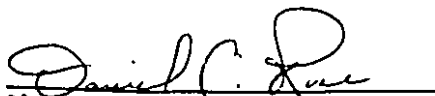

Notary Public

My commission expires:

STATE OF OHIO
COUNTY OF CUYAHOGA

DANIEL C. ROSE
Attorney At Law
Notary Public - State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

The foregoing instrument was acknowledged before me this 25th day of July, 1995 by Mandeep K. Taneja as a Limited Partner of this Partnership Agreement, and who is personally known to me and who did take an oath.


Notary Public

My commission expires:

STATE OF OHIO
COUNTY OF CUYAHOGA

DANIEL C. ROSE
Attorney At Law
Notary Public - State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

The foregoing instrument was acknowledged before me this 25th day of July, 1995 by Mihir K. Taneja as a Limited Partner of this Partnership Agreement, and who is personally known to me and who did take an oath.


Notary Public

DANIEL C. ROSE
Attorney At Law
Notary Public - State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

Having been named as registered agent and to accept service of process for the above stated partnership at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August ¹⁵, 1995


JUGAL K. TANEJA

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= 8/15/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA