

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

800-342-8086

CSU networks
TALLAHASSEE, FL 32301
904-222-0171
904-222-0191 FAX

00000000112

ACCOUNT NO. : 072100000032

REFERENCE : 802263 81686A

AUTHORIZATION :

100001630461
-01/17/96--01033--016
***2065.00 ***1890.00

COST LIMIT : \$ PREPAID

ORDER DATE : January 15, 1996

ORDER TIME : 10:01 AM

FILE

ORDER NO. : 802263

SECOND!!!

CUSTOMER NO: 81686A

CUSTOMER: Bernard Dane Stein, Esq
KEITH MACK LEWIS COHEN &
LUMPKIN, P.A.
20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: ARJAY CAPITAL, LTD.

* Note

Date

FILED
96 JAN 17 AM 8 00
RECEIVED
96 JAN 16 PM 8 31
TALLAHASSEE DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX TWO CERTIFIED COPIES*****
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS: _____

C. TAX
FILING 1785.00
R. & FEE
C 105.00
T 1890.00
R. & FEE
BALANCE DUE
REFUND

Tc
\$ 500,000.00

00000000112

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ARJAY CAPITAL, LTD.
A Florida Limited Partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is ARJAY CAPITAL, LTD.
2. The address of the office of the Partnership is:

2941 Paddock Lane
Fort Lauderdale, Florida 33331
3. The name and address of the agent for service of process on the Partnership is:

Key Corporate Services, Inc.
200 South Biscayne Blvd. 20th Floor
Miami, Florida 33131
4. The name and address of the general partner are as follows:

FILED
96 JAN 17 AM 8:00
STATE OF FLORIDA

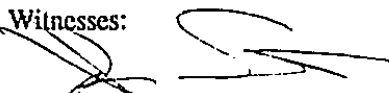
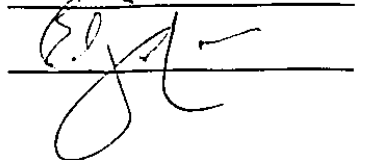
96000004558
Arjay Capital, Inc.
2941 Paddock Lane
Fort Lauderdale, Florida 33331
5. The mailing address of the Partnership is:

2941 Paddock Lane
Fort Lauderdale, Florida 33331
6. The latest date upon which the Partnership shall dissolve is December 31, 2026.

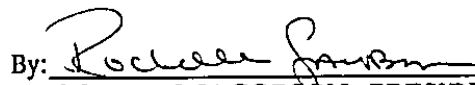
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of ARJAY CAPITAL, LTD. this 17 day of January, 1996.

Witnesses:

Arjay Capital, Inc.,
a Florida corporation

By:  (SEAL)
ROCHELLE JACOBSON, PRESIDENT

ACCEPTANCE OF REGISTERED AGENT APPEARS ON FOLLOWING PAGE

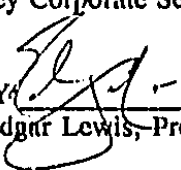
Keith, Mack, Lewis, Cohen & Lumpkin

First Union Financial Center, Twentieth Floor, 200 South Biscayne Boulevard, Miami, Florida 33131-2310, Telephone (305) 358-7605

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ARJAY CAPITAL, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

Key Corporate Services, Inc.

BY: 

Edgar Lewis, President

Date 1/17/96

FILED

96 JAN 17 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Keith, Mack, Lewis, Cohen & Lumpkin

First Union Financial Center, Twentieth Floor, 200 South Biscayne Boulevard, Miami, Florida 33131-2310, Telephone (305) 358-7605

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Rochelle Jacobson, who, after being duly sworn, certified as follows:

1. She is the president of ARJAY CAPITAL, INC., a Florida corporation (the "Corporation");
2. The Corporation is the sole general partner of ARJAY CAPITAL, LTD., a Florida Limited Partnership (the "Partnership");
3. The amount of capital contributions to the Partnership made by the limited partners is \$500,000.00;
4. No additional capital contributions are anticipated to be made by the limited partners.

FURTHER AFFIANT SAYETH NAUGHT.

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.

Date: January 12, 1996.

ARJAY CAPITAL, INC.,
a Florida corporation
By: Rochelle Jacobson (SEAL)
Rochelle Jacobson,
PRESIDENT

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 Rochelle Jacobson, on the ____ day of January, 1996, known to me and known by me to be the President of ARJAY CAPITAL, INC., a Florida corporation (which corporation is known by me to be the sole General Partner of ARJAY CAPITAL, LTD., a Florida Limited Partnership), and the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit on behalf of the General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County set forth above, this 12 day of January, 1996.



BERNARD STEIN
MY COMMISSION # CC320429 EXPIRES
October 3, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Notary Public, State of Florida
My Commission Expires: _____

Keith, Mack, Lewis, Cohen & Lumpkin

A 96000000112

2/19/97 CORPORATE DETAIL RECORD SCREEN 9:45 AM
 NUM: A96000000112 ST:FL ACTIVE/FL LP FLD: 01/17/1996
 ACT CONT: 500,000.00
 NAME : ARJAY CAPITAL, LTD.
 PRINCIPAL: 2941 PADDOCK LANE
 ADDRESS FORT LAUDERDALE, FL 33331
 RA NAME : KFY CORPORATE SERVICES, INC.
 RA ADDR : 200 SOUTH DISCAYNE BLVD., 20TH FLOOR
 MIAMI, FL 33131 US
 ANN REP : * NONE FILED *

1. MENU, 3. PARTNERS

ENTER SELECTION AND CR:

FILED
 97 MAR 17 AM 11:20
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

500002116715--5
 -03/18/97--01118--002
 *****898.25 *****357.00

Name	
Availability	
Document	
Examiner	DCC
Updater	DCC
Code or	
Verifier	DCC
Acknowledgement	DCC
P. Verifier	DCC

*increasing
 contributions
 to
 \$551,000.00*

C. TAX
 FILING 357.00
 R. A. FEE
 C. DUE
 N. E.
 B. A. DUE
 REFUND



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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

The undersigned general partners of Arjay Capital Ltd.
_____, a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 551,000

This 6th day of February, 19 97

FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

General Partner(s)

[Signature]

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

INHSE20(3/95)

FILED
97 MAR 17 AM 11:26
TALLAHASSEE, FLORIDA
STATE