PRESIDENT OF THE STATE OF STREETS

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CUSTOMER NO: 71.05023

CHSTOMIR: Mr. Barry A. Nelson

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One Turnberry Place, 19495 Itrscayne Blvd., Suite 609 Frien

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North Miami Boa, FL 33180-2320

HAPIL:

THE IRA OSTROW FAMILY LIMITED PARTHERSHIEP

FFFECTIVE DATE:

ARTICLES OF INCORPORATION XX CERTIFICATE OF LIMITED PARTMERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

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TYOMETHINGS THEFTOES:

CERTIFICATE OF LIMITED PARTNERSHIP OF THE IRA OSTROW FAMILY LIMITED PARTNERSHIP A FLORIDA LIMITED PARTNERSHIP



The undersigned Officer of the General Partner desiring to form a partnership pursuant to the 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 THE IRA OSTROW FAMILY LIMITED PARTNERSHIP.
- 2. The address of the office of the Partnership is c/o Ira Ostrow, 8023 Fisher Island Drive, Fisher Island, FL 33109-1049.
- 3. The address of the agent for service of process of the Partnership is c/o Barry A. Nelson, Esq., Nelson & La Femina, One Turnberry Place, Suite 609, 19495 Biscayne Boulevard, N. Miami Beach, FL 33180 and the name of the initial registered agent is Barry A. Nelson.
- 4. The name and business address of the General Partner is Ira Ostrow Family Holdings, Inc., 8023 Fisher Island Drive, Fisher Island, FL 33109-1049.
- 5. The mailing address of the Partnership is the Ira Ostrow Family Limited Partnership, 8023 Fisher Island Drive, Fisher Island, FL 33109-1049.
- 6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned Officer of the 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 IRA OSTROW an Officer of the General Partner of The IRA OSTROW Family Limited Partnership this At day of Mark., 1996.

THE IRA OSTROW FAMILY LIMITED PARTNERSHIP

Name: Ira Ostrow

In his Capacity as President & Officer of

Ira Ostrow Family Holdings, Inc.,

General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned an Officer of the general partner of THE IRA OSTROW FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals Five Million Seven Hundred Thousand (\$5,700,000) Dollars.

This _39 day of _April____, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

THE IRA OSTROW FAMILY LIMITED PARTNERSHIP

Name: Ira Ostrow

In his Capacity as President and Officer of Ira Ostrow Family Holdings, Inc.,

General Partner

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STATE OF FLORIDA)	95 427 -1
COUNTY OF DADE)ss.:)	<u> </u>
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acknowledgments, person hes-preduced	Ty that on this day before me, an officer duly qualified nally appeared IRA OSTROW, personally known to me (type-of-identification) and has acknowled the foregoing freely and voluntarily for the purpose in oath.	or-whe wledged
WITNESS my hand	d and official seal at said County and State, this, 1996.	_ _ day of
	NOTARY PUBLIC, State of Florid	 a
My Commission Expires:		
	BARRY A. NELSON ANY COMMISSION # CC 222718 EXPIRES: September 5, 1998 Bonded Thru Notury Public Underwriters	

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Ira Ostrow Family Limited Partnership, 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 the registered agent.

Barry A. Nelson

ostrow/cert-2.doc