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PLEASE REPLY TO:

Hollywood

FILE NO.:

December 30, 1997

100002387501--5
-12/31/97--01069--010
***1837.50 ***1837.50

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: PHYLIRV, LTD.

Dear Sir/Madam:

Enclosed are original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contribution for Phylirv, Ltd. **Please note the effective date of January 1, 1998.** Please immediately file these documents and return a certified copy to the undersigned. Enclosed is a check

in the amount of \$1,837.50 to cover the fees.

FILED
97 DEC 31 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	Alan B. Cohn
Availability	12/31/98
Document	Very truly yours,
Examining	[Signature]
Update	Alan B. Cohn
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TC
\$600,000.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PHYLIRV LTD.,
a Florida Limited Partnership

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97 DEC 31 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is PHYLIRV, LTD.
2. The address of the office of the partnership is 2901 Clint Moore Road, Unit 321, Boca Raton, Florida 33496.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are IRVING FELDMAN and PHYLLIS FELDMAN, 2901 Clint Moore Road, Unit 321, Boca Raton, Florida 33496.
5. The latest date upon which the partnership shall dissolve is December 31, 2047.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.
7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the

partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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(s) of PHYLLIRV, LTD. this 2nd day of December, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:

GENERAL PARTNER(S):

Debra S. Calitano
Debra S. Calitano

Irving Feldman
IRVING FELDMAN

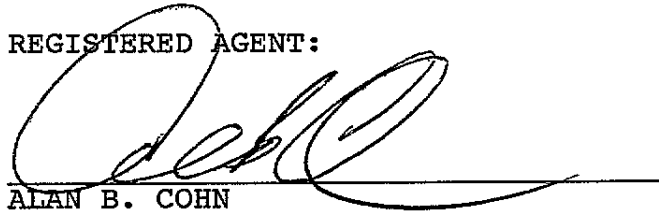
Rose Allan
ROSE ALLAN

Phyllis Feldman
PHYLLIS FELDMAN

Having been named as registered agent for PHYLLIRV, LTD., 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 registered agent.

REGISTERED AGENT:



ALAN B. COHN

#263224

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
97 DEC 31 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, personally appeared IRVING FELDMAN and PHYLLIS FELDMAN, the General Partner(s) of PHYLRV, LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$600,000.00

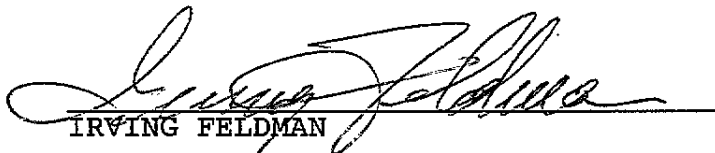
The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

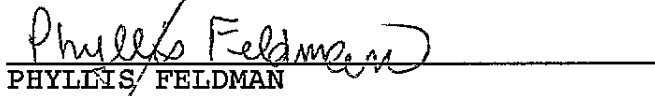
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FURTHER, AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER(s):

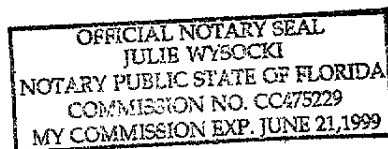

IRVING FELDMAN


PHYLLIS FELDMAN

The foregoing Affidavit was subscribed and acknowledged before me by IRVING FELDMAN, who is personally known to me or who has produced Drivers license as identification, on this 3rd day of December, 1998.

Julie Wysocki
Notary Public, State of Florida

My Commission Expires:



The foregoing Affidavit was subscribed and acknowledged before me by PHYLLIS FELDMAN, who is personally known to me or who has produced Drivers license as identification, on this 3rd day of December, 1998.

Julie Wysocki
Notary Public, State of Florida

My Commission Expires:

