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ENGELBERG, CANTOR, LEONE & MILGRIM, P.L.L.C.

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

THREE CORNER CENTER

3230 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

PALM BEACH OFFICE
125 WORTH AVENUE
PALM BEACH, FLORIDA 33480
TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P.A.
JERALD C. CANTOR, P.A.
FREDERICK LEONE, JR., P.A.

December 11, 1998

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

500002712485--3
-12/15/98--01032--010
***1837.50 ***1837.50

RE: Certificate of Limited
Partnership of Greenberg
Enterprises, Inc.
Limited Partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN -6 AM '98

Dear Sir/Madam:

We have prepared and enclose herein two (2) originals of the Certificate of Limited Partnership of Greenberg Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Frederick Leone, Jr.
FREDERICK LEONE, JR.
For the Firm

99-31
Name: [Signature]
Availability: [Signature]
Document: [Signature]
Exon: [Signature]
Updater: [Signature]
Under: [Signature]
Verify: [Signature]
Acknowledge: [Signature]
W. F. Verifier: [Signature]

FL:nh
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 18, 1998

FREDERICK LEONE, JR.
ENGELBERG, CANTOR, LEONE & MILGRIM, P.L.
3230 STIRLING ROAD
HOLLYWOOD, FL 33021

SUBJECT: GREENBERG ENTERPRISES LIMITED PARTNERSHIP
Ref. Number: W98000028403

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN - 6 AM 9: 35

We have received your document for GREENBERG ENTERPRISES LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 798A00059667

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HGD ENTERPRISES
LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN - 6 AM 9: 35

THE UNDERSIGNED SUBSCRIBER to this Certificate of Limited Partnership being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is the **HGD ENTERPRISES LIMITED PARTNERSHIP.**

**ARTICLE II
GENERAL PARTNERS**

The general partners of the partnership, and their respective addresses, are as follows:

HAROLD GREENBERG
17149 ROYAL COVE WAY
BOCA RATON, FLORIDA 33496

HARDAVGAR, INC.
17149 ROYAL COVE WAY
BOCA RATON, FLORIDA 33496

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**ARTICLE III
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **17149 ROYAL COVE WAY, BOCA RATON, FLORIDA 33496..**

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2047..**

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this limited partnership is **17149 ROYAL COVE WAY, BOCA RATON, FLORIDA 33496**, and the name of the initial registered agent of this limited partnership at that address is **HAROLD GREENBERG**.

IN WITNESS WHEREOF, the undersigned Subscribers have executed this Certificate of Limited Partnership of the **HGD ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: 12/28, 1998.

MaryAnn Zucker
Quince Allen

Harold Greenberg
HAROLD GREENBERG
General Partner

HARDAVGAR, INC.
General Partner

MaryAnn Zucker
Quince Allen

By: Harold Greenberg
HAROLD GREENBERG
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN - 6 AM 9:35

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the **HGD ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **17149 ROYAL COVE WAY, BOCA RATON, FLORIDA 33496**, has named **HAROLD GREENBERG**, whose address is the same, as its agent to accept service of process within the State of Florida.



HAROLD GREENBERG
General Partner

DATED: December 28, 1998

HAVING BEEN NAMED to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



HAROLD GREENBERG

DATED: December 28, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 JAN - 6 AM 9:35

CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned individual, **HAROLD GREENBERG**, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That he is the sole limited partner of the **HGD ENTERPRISES LIMITED PARTNERSHIP**.
- (2) That he has made an initial contribution as a limited partner in the amount of Ninety-Eight Dollars (\$98).
- (3) That the total anticipated limited partners' contributions is One Million Dollars (\$1,000,000).

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN - 6 AM 9: 35

Harold Greenberg
HAROLD GREENBERG
Limited Partner

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **HAROLD GREENBERG**, the person described in the foregoing document as the "**Limited Partner**", and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 28 day of December, 1998.

Frederick Leone Jr.
NOTARY PUBLIC

My Commission Expires:



FREDERICK LEONE JR
My Commission CC435951
Expires Jan 30 1999
Bonded by HAI
800-422-1555

LAW OFFICES

ENGELBERG, CANTOR, LEONE & MILGRIM, P. L.