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LAW OFFICES

ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER O
LEONARD ROBBINS
KENNETH A. RUBIN

REUBEN M. SCHNEIDER O X †
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN O
OF COUNSEL
STANLEY D. GOTTSEGEN †

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE * SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Hollywood

File No.:

* BOARD CERTIFIED TAX LAWYER † MEMBER OF D.C. BAR
BOARD CERTIFIED ESTATE PLANNING X MEMBER OF N.Y. BAR
AND PROBATE LAWYER † MEMBER OF OHIO BAR
O BOARD CERTIFIED REAL ESTATE LAWYER

January 19, 1999

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

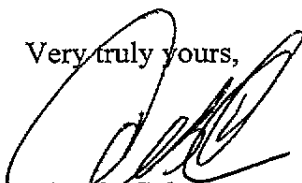
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-01/25/99-01145-003
***1837.50 ***1837.50

Re: JEROME KATZ FAMILY LTD.

Dear Sir/Madam:

Enclosed are original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contribution for Jerome Katz Family Ltd. 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.

Very truly yours,



Alan B. Cohn

FILED
99 JAN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Name	3130 jah340257
Availability	Enclosure
Document Examiner	DCC
Printer	DCC
Checker	DCC
Verifier	DCC
Acct. no., ledgerment	DCC
W. P. Verifier	DCC

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TC
\$3,000,000.00

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JEROME KATZ FAMILY LTD.,

a Florida Limited Partnership

99 JAN 25 AM 9:40
FILED
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 JEROME KATZ FAMILY LTD.
2. The address of the office of the partnership is 2751 South Ocean Drive, No. 808N, Hollywood, Florida 33019.
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 JEROME KATZ, 2751 South Ocean Drive, No. 808N, Hollywood, Florida 33019.
5. The latest date upon which the partnership shall dissolve is December 31, 2049.
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 JEROME KATZ FAMILY LTD. this 13 day of JAN, 1999.

FILED
99 JAN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesses:

GENERAL PARTNER(S):

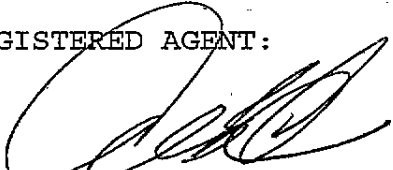
Amy Stewart
Amy Stewart
Alan B. Cohn
Alan B. Cohn

Jerome Katz
JEROME KATZ

Having been named as registered agent for JEROME KATZ FAMILY 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

#302086

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

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99 JAN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared JEROME KATZ, the General Partner(s) of JEROME KATZ FAMILY 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:

\$3,000,000.00


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

-0-

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):



JEROME KATZ

The foregoing Affidavit was subscribed and acknowledged before me by JEROME KATZ, who is personally known to me or who has produced Florida Driver License as identification, on this 13 day of January, 1999.

Judith A. Pugh
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
JUDITH A PUGH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC776899
MY COMMISSION EXP. OCT. 17, 2002

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99 JAN 25 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA