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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Herskowitz Family Partnership Ltd

FILED AT STATIONS
SECRETARY OF CORPORATIONS
99 MAR 5 PM 3:38

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NEW FILINGS	
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<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- FICTITIOUS NAME SEARCH
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DIVISION OF CORPORATION
99 MAR -5 PM 3:38
99 MAR -5 PM 2:04

hjk
3/5/99

Ordered By: _____

Date: _____

HERSKOWITZ FAMILY PARTNERSHIP, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

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99 MAR -5 PM 3:33

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be HERSKOWITZ FAMILY PARTNERSHIP, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 6901 S.W. 147th Avenue, Miami, FL 33193. The name and address of the agent for service of process is Harry Herskowitz, 6901 S.W. 147th Avenue, Miami, FL 33193.

4. The name and business address of the General Partner shall be as follows:

Harry Herskowitz
6901 S.W. 147th Avenue
Miami, FL 33193

5. The mailing address for the Limited Partnership shall be as follows:

Herskowitz Family Partnership, Ltd.
6901 S.W. 147th Avenue
Miami, FL 33193

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for twenty five (25) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the party hereto has executed this Certificate of Limited Partnership on the 26th day of FEBRUARY, 1999, effective upon filing same with the Florida Department of State.

HERSKOWITZ FAMILY PARTNERSHIP,
LTD.

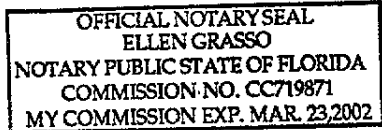
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19 MAR -5 PM 3:38

BY: *HARRY HERSKOWITZ*
HARRY HERSKOWITZ,
General Partner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26th
day of FEBRUARY, 1999, by HARRY HERSKOWITZ, who did
execute the foregoing Certificate of Limited Partnership as General
Partner, who is personally known to me or who has produced
as identification, and being first
duly sworn, acknowledged before me that he executed the same freely
and voluntarily for the purposes therein expressed.

Ellen Grasso
Signature - NOTARY PUBLIC



ELLEN GRASSO
Printed Name of NOTARY PUBLIC

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Herskowitz Family
Partnership, Ltd., a Florida limited partnership in the foregoing
Certificate of Limited Partnership, I, on behalf of the Partner-
ship, hereby agree to accept service of process for said Partner-
ship and to comply with any and all Statutes relative to the
complete and proper performance of the duties of registered agent.

REGISTERED AGENT

HARRY HERSKOWITZ
HARRY HERSKOWITZ

CERTIF
2/3*1898

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared HARRY HERSKOWITZ, the general partner of HERSKOWITZ FAMILY PARTNERSHIP, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$ 100 . The total amount anticipated to be contributed by the limited partners at this time totals \$ 1,000,000 .

This 26 day of FEBRUARY, 1999.

FURTHER AFFIANT SAYETH NOT.

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

HERSKOWITZ FAMILY PARTNERSHIP, LTD.

BY: [Signature]
HARRY HERSKOWITZ,
General Partner

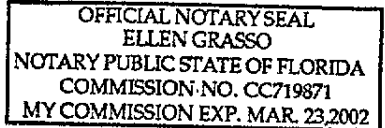
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 26 day of FEBRUARY, 1999, by HARRY HERSKOWITZ, who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

[Signature]
Signature - NOTARY PUBLIC

ELLEN GRASSO
Printed Name of NOTARY PUBLIC

Commission Number



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