SMITH SCHUSTER &

RUSSELL, P.A.

FAX: (305) 789-2793

(305) 789-2700

WRITER'S DIRECT DIAL NUMBER: (305) 789-2735 E-MAIL: DPH@RUDEN.COM

May 12, 1999

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Shapco Enterprises, Ltd.

100002875171--6 -05/14/99--01032--020 ***1837.50 ***1837.50

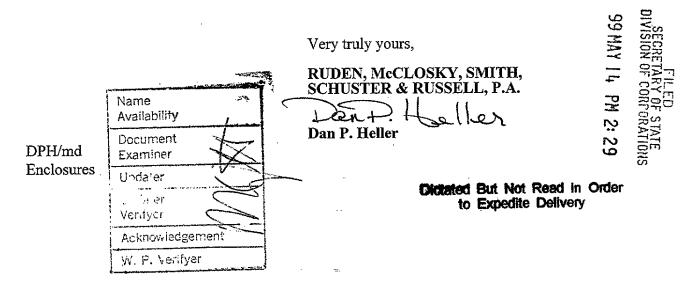
Gentlemen:

Enclosed please find the Certificate of Limited Partnership of Shapco Enterprises, Ltd., together with Acceptance of Appointment as Registered Agent and Affidavit Declaring amount of Capital Contributions for Shapco Enterprises, Ltd. Further enclosed is a check in the amount of \$1,837.50 representing filing fees for the limited partnership together with the costs for issuing a certified copy of the Certificate.

After the Certificate of Limited Partnership of Shapco Enterprises, Ltd., has been filed, please provide us with a certified copy of same and forward it to the undersigned. For your convenience in returning the certified copy of the Certificate of Limited Partnership, and the acknowledgment of registration we have enclosed a self-addressed postage paid envelope.

Also enclosed please find an Application for Registration of Fictitious Name for the Stanley Shapiro, Trustee of Stanley Shapiro Amended and Restated Revocable Trust, u/a/d Mary 17, 1999, the general partner of the captioned limited partnership, together with our check in the amount of \$50.00 for the filing fees.

If you have any questions, please feel free to contact the undersigned.



CERTIFICATE OF LIMITED PARTNERSHIP SHAPCO ENTERPRISES, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

- The name of the limited partnership ("Partnership") is Shapco Enterprises, Ltd. 1.
- The address of the office in Florida at which will be kept the records of the 2. Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 20135 N.E. 39th Place, Aventura, Florida 33180.
- The name and address of the agent for service of process required to be maintained 3. by Section 620.105(2) of the Act is Dan P. Heller, 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.
- The name and business address of each General Partner of the Partnership is as 4. follows:

GENERAL PARTNER

BUSINESS ADDRESS

Stanely Shapiro, Trustee of Stanley Shapiro Amended and Restated Revocable Trust u/a/d March 17, 1997

20135 N.E. 39th Place Aventura, Florida 33180

A mailing address for the Partnership is as follows: 5.

> 20135 N.E. 39th Place Aventura, Florida 33180

Prepared by:

Dan P. Heller, Esq., FL Bar #0472220

Ruden McClosky, et al.

701 Brickell Ave., Suite 1900

Miami, Florida 33131

(305) 789-2700

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1 .

- 6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.
- 7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this // day of // , 1999.

GENERAL PARTNER:

STANLEY SHAPIRO AMENDED AND RESTATED REVOCABLE TRUST

u/a/d March, 111, 199

By:

anley Shapiro, Trustee

Prepared by:

Dan P. Heller, Esq., FL Bar #0472220

Ruden McClosky, et al.

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Miami, Florida 33131

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Shapco Enterprises Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

| DATED this | 14 | day of | April | , 1999. |
|------------|----|--------|-------|---------|
| | 11 | uay or | *** | , 1/// |

Dan P. Heller, Registered Agen

Prepared by:

Dan P. Heller, Esq. FL Bar #0472220

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Miami, Florida 33131

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AFFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF SHAPCO ENTERPRISES LTD.

The undersigned, constituting the sole General Partner of Shapco Enterprises Ltd., (the

"Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and

property to the Partnership have a value of \$1,000,000.00. No additional capital contribution is

anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State

of the State of Florida, along with the Certificate of Limited Partnership.

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.

GENERAL PARTNER:

STANLEY/SHAPIRO AMENDED AND RESTATED TRUST Jula/d March 17, 1997

STANLHY SHAPIRO, Trustee

Prepared by:

Dan P. Heller, Esq., FL Bar #0472220

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