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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.

Very truly yours,

RUDEN, McCLOSKEY, SMITH,  
SCHUSTER & RUSSELL, P.A.

*Dan P. Heller*  
Dan P. Heller

DPH/md  
Enclosures

Name	
Availability	
Document Examiner	<i>[Signature]</i>
Undated	
Verifier	<i>[Signature]</i>
Acknowledgement	
W. P. Verifier	

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Dictated But Not Read in Order  
to Expedite Delivery

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
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:

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

GENERAL PARTNER

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

BUSINESS ADDRESS

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

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

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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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 14 day of April, 1999.

GENERAL PARTNER:

STANLEY SHAPIRO AMENDED  
AND RESTATED REVOCABLE TRUST  
u/a/d March 17, 1997

By: \_\_\_\_\_

Stanley Shapiro, Trustee

Prepared by: Dan P. Heller, Esq., FL Bar #0472220  
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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.

  
\_\_\_\_\_  
Dan P. Heller, Registered Agent

Prepared by: Dan P. Heller, Esq., FL Bar #0472220  
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(305) 789-2700

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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 u/a/d March 17, 1997**

By: \_\_\_\_\_

**STANLEY SHAPIRO, Trustee**

Prepared by: Dan P. Heller, Esq., FL Bar #0472220  
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