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LAW OFFICES OF
BORNSTEIN & SMITH
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

2138 HOLLYWOOD BOULEVARD
HOLLYWOOD, FLORIDA 33020-6716

MARVIN T. BORNSTEIN
BOARD CERTIFIED IN WILLS,
TRUSTS AND ESTATES LAW
BOARD CERTIFIED IN TAX LAW
STEVEN H. SMITH

TELEPHONE (954) 925-3538
TELEFAX (954) 925-5661

December 8, 1999

FLORIDA DEPARTMENT OF STATE
Attn: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA: CERTIFIED MAIL

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-12/13/99--01109--002
***1793.75 ***1793.75

Re: SOBELMAN FAMILY LTD.

Gentlemen/Mesdames:

Enclosed herewith please find the following:

1. Certificate of Limited Partnership of SOBELMAN FAMILY LTD.; and
2. Affidavit of Capital Contributions

for filing with the Florida Department of State.

Also enclosed please find our Trust Account check in the amount of \$1,793.75 to cover the cost of the filing fee for the Limited Partnership (\$1,750), the filing fee for the Designation of Resident Agent (\$35) and a Certificate of Status (\$8.75).

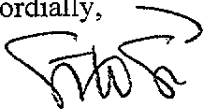
After the enclosed documents have been filed, please return conformed copies to this office in the enclosed self-addressed stamped envelope.

Please note that the Limited Partnership has an effective date of January 3, 2000.

Please contact this office if you have any questions.

Thank you in advance for your prompt attention to this matter.

Cordially,



STEVEN H. SMITH

EFFECTIVE DATE
1-3-2000

99 DEC 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enclosures

UB
12-15-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SOBELMAN FAMILY LTD.**

A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner, 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 SOBELMAN FAMILY LTD.
2. The address of the office of the partnership is:

2461 N.E. 196th Street
North Miami Beach, FL 33180

3. The name and address of the agent for service of process on the partnership is:

Steven H. Smith, Esquire
LAW OFFICES OF BORNSTEIN & SMITH
2138 Hollywood Boulevard
Hollywood, FL 33020-6716

4. The name and address of the General Partner and the mailing address of the partnership are:

Philip W. Lark
2461 N.E. 196th Street
North Miami Beach, FL 33180

5. This Limited Partnership shall become effective on January 3, 2000.
6. The latest date upon which the partnership shall dissolve is December 31, 2049.
7. 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.
8. 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.
9. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.
10. 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 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

Phk

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

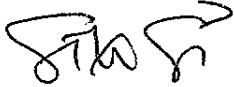
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APPROVED
AND
FILED

the General Partner of SOBELMAN FAMILY LTD, this 21st day of October, 1999.

Signed in the presence of :

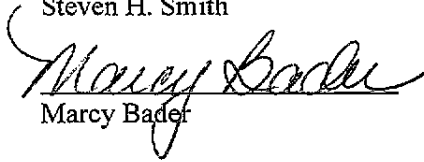
GENERAL PARTNER:



Steven H. Smith



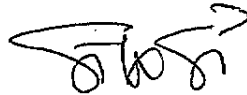
PHILIP W. LARK



Marcy Bader

Having been named as registered agent for SOBELMAN 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:



STEVEN H. SMITH, ESQUIRE

APPROVED
AND
FILED
99 DEC 13 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

