

A96000001176

ABRAMS, NEUMANN, JOHNSON, REBNICK & SCHNEIDER, P.A.

RAYMOND ABRAMS
M.D. 002

PAUL H. ANTON
027-001

MILTON S. BLANTZ
ELLEN S. HOFFMAN
ALAN D. COHEN
ANDY H. CORTER
MAURICE M. GARCIA
GISEL K. GLASSER
STANLEY D. GUTTENBERG
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD HUBBARD
KENNETH A. RUBIN
REUBEN M. SCHNEIDER
PIERRE N. WIEGEL
JACK F. WEISS
DAVID WEINMAN
KAREN A. YOUNG

EDWARD S. REBNICK (RET.)

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

0 BOARD CERTIFIED REAL ESTATE LAWYER

1 MEMBER OF D.C. BAR
1 MEMBER OF N.Y. BAR
1 MEMBER OF OHIO BAR

2025 TOWER STREET
POST OFFICE BOX 220000
HOLLYWOOD, FLORIDA 33022-0000

ONE BOCA PLACE * SUITE 400
2255 GLADEN ROAD
BOCA RATON, FLORIDA 33431-2383

TELEPHONE
HOLLYWOOD (954) 921-8800
FAX (954) 925-7013
BOCA RATON & DELRAY
(407) 994-2212
(407) 994-2772
FAX (407) 997-8404
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (407) 833-4710

PLEASE REPLY TO

HOLLYWOOD
FILE NO. OFFICE
ZIEM3-0013

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
#Z 271 811 578

June 17, 1996

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

RE: 1836 Family Partnership, Ltd.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for 1836 Family Partnership, Ltd. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

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

Sincerely yours,

GENE K. GLASSER

GKG:ju/179755-1
Enclosures
cc: Mr. Michael I. Zier

700001870617
-06/21/96--01020--004
***1837.50 ***1837.50

FILED
JUN 21 AM 9:51
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF

1836 FAMILY PARTNERSHIP, 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 1836 FAMILY PARTNERSHIP, LTD.
2. The address of the office of the partnership is 3300 North 29th Avenue, No. 102, Hollywood, Florida 33020.
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams, Anton, Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partner and the mailing address of the partnership are MICHAEL ZIER, 3300 North 29th Avenue, No. 102, Hollywood, Florida 33020.
5. The latest date upon which the partnership shall dissolve is December 31, 2046.
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 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 of 1836 FAMILY PARTNERSHIP, LTD. this 13 day of August, 1996.

Witnesses:

[Signature]
John Terborgh

GENERAL PARTNER:

[Signature]
MICHAEL ZIER

Having been named as registered agent for 1836 FAMILY PARTNERSHIP, 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:

[Signature]
ALAN B. COHN

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared MICHAEL ZIER, the General Partner of 1836 FAMILY PARTNERSHIP, 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:

275,000

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:

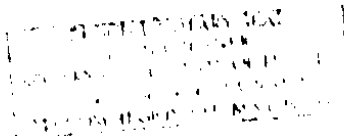

MICHAEL ZIER

The foregoing Affidavit was subscribed and acknowledged before me by MICHAEL ZIER, who is personally known to me or who has

produced _____ as identification and who
did take an oath, on this 1st day of June, 1996.

[Signature]
Notary Public, State of Florida

My Commission Expires:



FILED
JUN 26 AM 8:51
TALLAHASSEE, FLORIDA