Secretary of State

March 8, 1996

SIMCHA FAMILY LTD. 2509 BAYISLE DR. FT. LAUDERDALE, FL 33327

SUBJECT: SIMCHA FAMILY LTD. Ref. Number: A95000000809

To Whom it May Concern:

In a recent audit of our records we have determined that the original Certificate of Limited Partnership for SIMCHA FAMILY LTD., document number A95000000809, has been misplaced and has not been filmed for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the certificate, so that we can complete our records.

Please send the copy to:

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Attn: Lyn Turley

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (904) 487-6900.

Sincerely, Lyn Turley, Assistant Chief Bureau of Commercial Recording

Letter number: 096A00010435

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SIMCHA 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 SIMCHA FAMILY LTD.
- 2. The address of the office of the partnership is 16251 Golf Club Road, Apartment 209, Fort Lauderdale, Florida 33326.
- 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 HERBERT W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety, 16251 Golf Club Road, Apartment 209, Fort Lauderdale, Florida 33326.
- 5. The latest date upon which the partnership shall dissolve is December 31, 2045.
- 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 retailed for partnership investments and business activities.
- There is no priority of any one (1) Limited Partner over another with respect to the contributions Sor compensation by way of income.
- A Limited Partner may not demand property other 9. 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 SIMCHA FAMILY LTD. this 34 day of May

Witnesses:

GENERAL PARTNER:

HERBERT W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety

Having been named as registered agent for SIMCHA 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:

ALAN B. COHN

#112940

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA

SSt

COUNTY OF BROWARD

BEFORE ME, the undersigned, personally appeared HERBERT.

W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety, the General Partners of SIMCHA FAMILY 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: \$650,000.00

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:

HERBERT W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety

By: VW TRINKIRD

By: Elaine Trinkler

My Commission Expires:

the foregoing Affidavit was subscribed and acknowledged before me by ELAINE TRINKLER, who is personally known to me or who has produced ________ as identification and who did take an oath, on this ______ 25 day of _______ A _____ 1995.

Notary Public, State of Florida

My Commission Expires:

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

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Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

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