ACCOUNT NO. : 072100000032

REFERENCE: 609088 4376788

AUTHORIZATION:

ORDER DATE: November 20, 1997

ORDER TIME: 9:58 AM

ORDER NO. : 609088-005

CUSTOMER NO: 4376788

700002353837

CUSTOMER: Ms. Cindy Sikora

SPANTON PARSOFF & SIEGEL

Suite 203

425 Broad Hollow Road Melville, NY 11747

DOMESTIC FILING

NAME:

CANDEE FAMILY LIMITED

PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

CERTIFICATE OF LIMITED PARTNERSHIP

1.	Candee Family Limited Partnership
	(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2.	3100 S. Ocean Blvd., Apt. 403, N. Palm Beach, FL 33480 (The Business Address of Limited Partnership)
3.	Seymour Candee
	(Name of Registered Agent for Service of Process)
4.	3100 S. Ocean Blvd., Apt. 403, N. Palm Beach, FL 33480
	(Florida Street Address for Registered Agent)
5.	Leynan Randee
	(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)
6.	3100 S. Ocean Blvd., Apt. 403, N. Palm Beach, FL 33480
	(The Mailing Address of the Limited Partnership.)
7.	The latest date upon which the Limited Partnership is to b
	dissolved is December 31, 2045.
8.	NAME OF GENERAL PARTNER SPECIFIC ADDRESS
	Seymour Candee 3100 South Ocean Blvd.

Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of December, 1996.

Signature of all general partners:

Seymour Candee, General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

partners of the Candee Family Limited Partnership, a Fibrida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limit partners is \$0.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$0.00.

This 10th day of December, 1996.

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.

Sevmour Candee, General Partner