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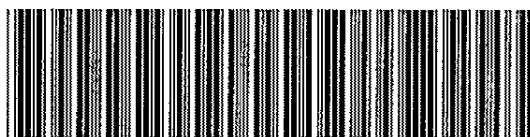
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TALLAHASSEE, FLORIDA

W03-9326
J. BRYAN APR - 2 2003

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Leopold, Korn & Leopold, P.A.

Attorneys at Law

Norman Leopold
Gary A. Korn
Karen S. Leopold
Hilary S. Feinstock
Helen M. Mittelman*
Jennifer Shaw Snyder

* Also admitted in New York

Ileana Navarro, LTA, Office Manager

REPLY TO: Main Office

Main Office

20801 Biscayne Boulevard
Suite 501
Aventura, FL 33180
Telephone: 305-935-3500
Brow./Boca-Delray: 954-949-0188
Palm Beaches: 561-909-0337
Telefax: 305-935-9042

Email: lcusack@leopoldkorn.com

Boca Raton Office

1900 N.W. Corporate Blvd.
Suite 400 East
Boca Raton, FL 33431
Miami-Dade: 305-935-3500
Brow./Boca-Delray: 954-949-0188
Palm Beaches: 561-909-0337
Telefax: 305-935-9042

Of counsel: Howard L. Adler
Terri Grumer Sonn

March 28, 2003

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

Re: Hilyard Manor Associates, LLP
Document No. LLP970000134

Dear Ladies and Gentlemen:

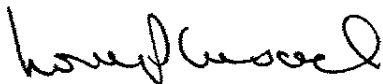
Enclosed for filing in connection with the reinstatement of the referenced limited liability partnership are the following:

1. Statement of Qualification for Florida Limited Liability Limited Partnership;
2. Certificate of Limited Partnership of Hilyard Manor Associates, LLP;
3. Affidavit of Capital Contributions for Florida Limited Partnership; and
4. Check from Hilyard Manor Associates, LLP, in the amount of \$1,837.50, in payment of the filing fees and certified copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Thank you.

Very truly yours,




Lorry A. Cusack
Real Estate Paralegal

/lac
Encs.

L:\work\PARTNER\HilyardManorAssoc\FILING.L.wpd

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HILYARD MANOR ASSOCIATES, LLLP**

1. The name of the Limited Partnership is: HILYARD MANOR ASSOCIATES, LLLP.
2. The business address of Limited Partnership is: 201 East DiLido Drive, Miami Beach, Florida 33139
3. The name of Registered Agent for Service of Process is: AARON J. EDELSTEIN
4. The name of Florida street address for Registered Agent is: 201 East DiLido Drive, Miami Beach, Florida 33139
5. Signature of Registered Agent: 
6. The mailing address of the Limited Partnership is: 201 East DiLido Drive, Miami Beach, Florida 33139
7. The latest date upon which the Limited Partnership is to be dissolved is: Perpetual
8. The General Partner(s) with specific address(es) are:

Aaron J. Edelstein	201 East DiLido Drive Miami Beach, Florida 33139
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Bernard S. Edelstein	1221 Biscaya Drive Surfside, Florida 33154
----------------------	---

Aaron J. Edelstein, as Trustee of The Shep Edelstein Trust	201 East DiLido Drive Miami Beach, Florida 33139
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Aaron J. Edelstein, as Trustee of The Craig Edelstein Trust	201 East DiLido Drive Miami Beach, Florida 33139
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Aaron J. Edelstein, as Trustee of The Marc S. Edelstein Trust	201 East DiLido Drive Miami Beach, Florida 33139
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JULIUS J. CORPORACTIONS
TALLAHASSEE, FLORIDA

Under penalties of perjury we declare that we have read the foregoing and know the contents thereof

and that the facts stated herein are true and correct.

Signed this 21 day of March, 2003.

Signature of all general partners:


AARON J. EDELSTEIN


BERNARD S. EDELSTEIN

THE SHEP EDELSTEIN TRUST

By 
AARON J. EDELSTEIN, AS TRUSTEE

THE CRAIG EDELSTEIN TRUST

By 
AARON J. EDELSTEIN, AS TRUSTEE

THE MARC S. EDELSTEIN TRUST

By 
AARON J. EDELSTEIN, AS TRUSTEE

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of **HILYARD MANOR ASSOCIATES, LLLP**, a Florida limited liability limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$2,600,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$2,600,000.00.

Signed this 21 day of March, 2003.

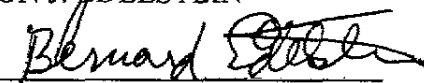
FURTHER AFFIANTS SAYETH NOT.

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

Signed this 2 day of March, 2003.



AARON J. EDELSTEIN



BERNARD S. EDELSTEIN

THE SHEP EDELSTEIN TRUST

By 

AARON J. EDELSTEIN, AS TRUSTEE

THE CRAIG EDELSTEIN TRUST

By 

AARON J. EDELSTEIN, AS TRUSTEE

THE MARC S. EDELSTEIN TRUST

By 

AARON J. EDELSTEIN, AS TRUSTEE

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