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Law offices

of

Larry O. Schatzman

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December 29, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

UPS Tracking No. N391 5607 22 9

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***1846.25 ***1846.25

RE: SLS Planning, Ltd., a Florida Limited Partnership

Dear Sir or Madam,

MJH

I have enclosed the original fully executed Certificate of Limited Partnership, Acceptance of Registered Agent, and Affidavit of Capital, all with respect to the above referenced entity. I have also enclosed this firm's trust account check number 4562 in the amount of \$1,846.25 representing the maximum assessment for capitalization (\$1,750.00), filing fee (\$35.00), certified copy fee (\$52.50), and Certificate of Good Standing fee (\$8.75).

It is imperative that the records of the Department reflect this limited partnership exist on or before December 31, 1999. If any fees other than filing and capital assessments for capitalization are incorrect, please file the Certificate and contact me for any additional fees for the other services required. If there is any problem, please contact me immediately.

Thank you for your cooperation.

Yours very cordially,


Larry O. Schatzman

RECEIVED
DIVISION OF CORPORATIONS
59 DEC 29 AM 8:57

CERTIFICATE OF LIMITED PARTNERSHIP
of
SLS PLANNING, LTD.

This Certificate of Limited Partnership of SLS PLANNING, LTD, (the "Limited Partnership") made and filed under the "Florida Revised Uniform Limited Partnership (1986)" is executed as provided for by Florida Statutes, Section 620.108 and sets forth the following for the purpose of forming a limited partnership under Florida law:

- (a) The name of the limited partnership is: SLS PLANNING, LTD.
- (b) The address of the office and the name and address of the agent for service of process required to be maintained by Florida Statutes, Section 620.105 are as follows:

Office Address

9500 South Dadeland Boulevard, Suite 610
Miami, FL 33156

Name and Address of Agent for Service of Process

Larry O. Schatzman, Esquire
9500 South Dadeland Boulevard, Suite 610
Miami, FL 33156

- (c) The name and business address of each General Partner is:

Name of General Partner PG9000110783

LSS TRADING INC., a Florida corporation

Address of General Partner

9500 South Dadeland Boulevard, Suite 610
Miami, FL 33156

- (d) The mailing address for the Limited Partnership is:

9500 South Dadeland Boulevard, Suite 610
Miami, FL 33156

99 DEC 29 AM 8:57
STATE OF FLORIDA
DIVISION OF CORPORATIONS

(e) The latest date on which the limited partnership is to dissolve is:

December 31, 2050

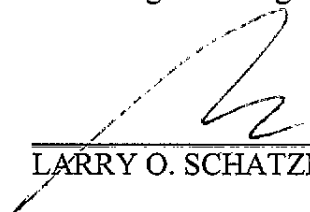
THIS CERTIFICATE is executed by the undersigned for the purposes declared herein.

LSS TRADING, INC., a Florida corporation
As General Partner

By: 
LARRY O. SCHATZMAN, President

Executed on behalf of the Limited Partnership pursuant to
Florida Statute, Section 620.116(1)

The undersigned hereby accepts the designation of Registered Agent of SLS
PLANNING, LTD., a Florida limited partnership.



LARRY O. SCHATZMAN, Esquire

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

AFFIDAVIT AS TO CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS


of
SLS PLANNING, LTD.,
a Florida limited partnership
(the "Limited Partnership")

COMES NOW, the undersign (the "Affiant"), who, for the purpose of providing this instrument to accompany the Certificate of Limited Partnership of the Limited Partnership pursuant to the provisions of Florida Statutes §620.108(1), swears and deposes as follows:

1. The Affiant is familiar with the affairs and plans of the Limited Partnership, and
2. The capital contributions of the limited partners of the Limited Partnership does now total the amount of

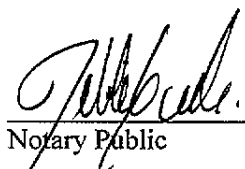
\$2,300,000.00

FURTHER AFFIANT SAYETH NOT;



LARRY O. SCHATZMAN, Esquire as
President of LSS Trading, Inc., General Partner

SWORN TO AND SUBSCRIBED before me this 28 day of December,
1999, by _____, who ☒ is personally known to me or ☐ has produced
_____ as identification and did take an oath. [Notary,
check appropriate blank; and, if obtaining identification, fill in appropriate identification
number.]

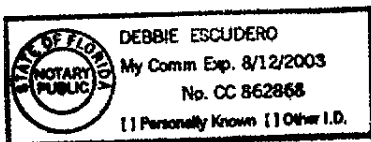


Notary Public

My Commission Expires:

Debbie Escudero

(Printed Name of Notary)



(Serial Number, if any)