

ENGELBERG, CANTOR, LEONE & MILGRIM, P.A.
 PROFESSIONAL LIMITED LIABILITY COMPANY
 ATTORNEYS AT LAW
 FREE OFFICE CENTER
 3200 GAILROAD ROAD
HOLLYWOOD, FLORIDA 33021

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 LAURIE E. MILGRIM, P.A.
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 FREDERICK LEONE, JR., P.A.

HOLLYWOOD (954) 966-3900
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PALM BEACH OFFICE
 125 WORTH AVENUE
 PALM BEACH, FLORIDA 33480
 TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
 TO HOLLYWOOD OFFICE

December 23, 1999

600003081206--3
 -12/27/99--01134--002
 ***1837.50 ***1837.50

Division of Corporations
 State of Florida
 409 East Gaines Street
 Tallahassee, Florida 32399

RE: Certificate of Limited
Partnership of
Cantor Enterprises
Limited Partnership

00 JAN - 7 PM 3:00
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Dear Sir/Madam:

We have prepared and enclose herein one (1) original of the Certificate of Limited Partnership of Cantor Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Frederick Leone
 FREDERICK LEONE,
 For the Firm

ACK-601

Name	1-1
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

FL:nh

Enclosures

cc.. Mr. William Van Noorden Cantor via fax



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2000

FREDERICK LEONE
ENGELBERG, CANTOR LEONE & MILGRIM
3230 STIRLING ROAD
HOLLYWOOD, FL 33021

SUBJECT: CANTOR ENTERPRISES LIMITED PARTNERSHIP
Ref. Number: W00000000063

FILED
00 JAN -7 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CANTOR ENTERPRISES LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00000088

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MMC & MKC ENTERPRISES
LIMITED PARTNERSHIP**

THE UNDERSIGNED SUBSCRIBERS to this Certificate of Limited Partnership, being natural persons, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is the **MMC & MKC ENTERPRISES LIMITED PARTNERSHIP**.

**ARTICLE II
GENERAL PARTNERS**

The general partners of the partnership, and their respective addresses are as follows:

**M. MICHAEL CANTOR
2150 IBIS ISLES ROAD
APARTMENT 14
PALM BEACH, FL 33480**

**MARGARET K. CANTOR
2150 IBIS ISLES ROAD
APARTMENT 14
PALM BEACH, FL 33480**

**ARTICLE III
MAILING ADDRESS**

The principal office and mailing address of this limited partnership shall be **2150 IBIS ISLES ROAD, APARTMENT 14, PALM BEACH, FL 33480**.

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2048**.

**FILED
00 JAN -7 PM 3:03se
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

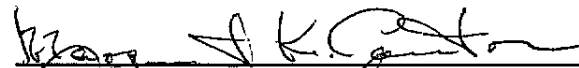
The street address of the initial registered office of this limited partnership is **2150 IBIS ISLES ROAD, APARTMENT 14, PALM BEACH, FL 33480**, and the name of the initial registered agent of this limited partnership at that address is **MARGARET K. CANTOR**.

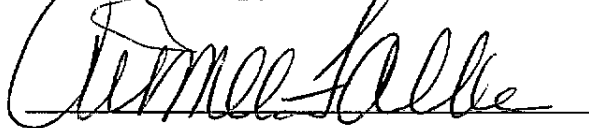
IN WITNESS WHEREOF, the undersigned Subscriber has executed this Certificate of Limited Partnership of the **MMC & MKC ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: December 23, 1999.



M. Michael Cantor
M. MICHAEL CANTOR
General Partner





Margaret K. Cantor
MARGARET K. CANTOR
General Partner

M. Michael Cantor

FILED

00 JAN -7 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That the MMC & MKC **ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **2150 IBIS ISLES ROAD, APARTMENT 14, PALM BEACH, FL 33480**, has named **MARGARET K. CANTOR**, whose address is the same, as its agent to accept service of process within the State of Florida.

M. Michael Cantor

M. MICHAEL CANTOR
General Partner

DATED: December 23, 1999

Margaret K. Cantor

MARGARET K. CANTOR
General Partner

DATED: December 23, 1999

HAVING BEEN NAMED to accept service of process for the above-stated limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties.

Margaret K. Cantor

MARGARET K. CANTOR

DATED: December 23, 1999

FILED
JAN - 7 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned individuals, M. MICHAEL CANTOR and MARGARET K. CANTOR, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That they are the sole limited partners (the "Limited Partners") of the MMC & MKC ENTERPRISES LIMITED PARTNERSHIP.
- (2) That they have made initial contributions as limited partners in the aggregate amount of One Hundred Fifty Thousand Dollars (\$150,000).
- (3) That the total anticipated limited partners' contributions is One Hundred Fifty Thousand Dollars (\$150,000).

FILED
00 JAN -7 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Michael Cantor

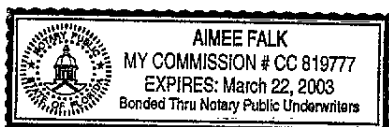
M. MICHAEL CANTOR
Limited Partner

Margaret K. Cantor

MARGARET K. CANTOR
Limited Partner

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared M. MICHAEL CANTOR and MARGARET K. CANTOR, the persons described in the foregoing document as the "Limited Partners", and who executed the foregoing instrument and they acknowledged before me that they had executed the same.

23 day of December 1999. WITNESS my hand and official seal in the County and State last aforesaid the



Aimee Falk
NOTARY PUBLIC

My Commission Expires: