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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
WORLD WIDE WEB <http://www.adorno.com>

December 23, 1999

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-12/28/99--01007--008
***1837.50 ***1837.50

w-11

Re: LEIBOWITZ FAMILY INVESTMENTS LIMITED PARTNERSHIP

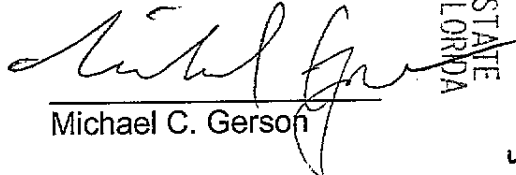
Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Certificate of Limited Partnership for the above-captioned entity along with a check in the amount of \$1837.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7072 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Michael C. Gerson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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encl.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 3, 2000

ADORNO & ZEDER
2601 S. BAYSHORE DRIVE
STE 1600
MIAMI, FL 33133

SUBJECT: LEIBOWITZ FAMILY INVESTMENTS LTD
Ref. Number: W00000000011

We have received your document for LEIBOWITZ FAMILY INVESTMENTS LTD and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 200A00000020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEIBOWITZ FAMILY INVESTMENTS LIMITED PARTNERSHIP

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:

Leibowitz Family Investments Limited Partnership (the "Partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership

A Z Registered Agent Corporation
2601 S. Bayshore Drive, Suite 1600
Miami, Florida 33133

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Leibowitz Family Investments, Inc.
6202 Poinciana Lane
Tamarac, Florida 33319

4. ADDRESS.

The principal business and mailing address for the Partnership is as follows:

Leibowitz Family Investments Limited Partnership
6202 Poinciana Lane
Tamarac, Florida 33319

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TALLAHASSEE, FLORIDA


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5. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this ____ day of December, 1999.

LEIBOWITZ FAMILY INVESTMENTS, INC.
General Partner

By: 
Matthew Leibowitz,
Secretary and Treasurer

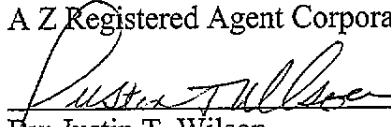
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for Leibowitz Family Investments Limited Partnership, a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 21 day of December, 1999.

A Z Registered Agent Corporation


By: Justin T. Wilson,
Secretary and Treasurer

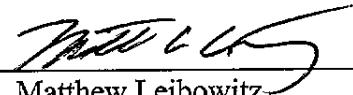
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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Leibowitz Family Investments Limited Partnership, being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of \$250,000, with no further capital contributions anticipated.

Leibowitz Family Investments Limited Partnership,
General Partner

By: 
Matthew Leibowitz,
Secretary and Treasurer

26133/11355.001

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TALLAHASSEE, FLORIDA