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The Law Offices Of
HOWARD L. SCHWARTZ, P.A.

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, N.W.
SUITE 414
BOCA RATON, FLORIDA 33431

Legal Assistant:

Susan Landesman

TELEPHONE: 561-997-0000

FACSIMILE: 561-998-7891

January 13, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: The Gressen Family Limited Partnership

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-01/19/00--01075--003
****140.00 ****140.00

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Certificate of Limited Partnership for the above referenced partnership, together with our check in the amount of \$140.00 for filing fees. This includes \$52.50 filing fees, \$35.00 for Registered Agent and \$52.50 for a Certified Copy.

After filing, please return copy of filed Certificate of Limited Partnership to this office.

If you have any questions, please do not hesitate to contact me.

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

Gressen.SecState.FLP011300

Enclosures (2)

Name	1/19/00
Availability	doc
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Adjudgement	DCC
ar	DCC

FILED
00 JAN 19 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TC
\$990.00

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
GRESSEN FAMILY
LIMITED PARTNERSHIP
A Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name: The name of this Limited Partnership is the GRESSEN Family Limited Partnership u\ad 1-9-00
2. Business: The general character of the Partnership business shall be real estate, mortgages, rental properties, securities, partnership interests, limited partnership interests, or otherwise deal in and with the foregoing property or any part thereof, and to carry on such other activities in furtherance of the purpose as are not prohibited by law.
3. Principal Place of Business and Location of Records: The location of the principal place of business of the Partnership is 5107 Suffolk Drive, Boca Raton, Florida 33496 at which place the records shall be maintained.
4. Registered Agent: The name and address of the registered agent for service for this Limited Partnership is Howard L. Schwartz, 2101 Corporate Blvd. NW Suite 414, Boca Raton, FL 33431, who acknowledges by his signature hereunder, that he accepts same.
5. The General Partner: The name and business address of the General Partner is as follows:
 - A. GENERAL PARTNER
Gressen, LLC
L00000000273
PLACE OF BUSINESS
5107 Suffolk Drive, Boca Raton,
Florida 33496
 - B. The Limited Partner: The name and business address of the Limited Partner is as follows:
 - LIMITED PARTNER
Jack Gressen
Ruth Gressen
PLACE OF BUSINESS
As to Both: 5107 Suffolk Drive, Boca
Raton, Florida 33496
6. Mailing Address: The mailing address of the Limited Partnership is: 5107 Suffolk Drive, Boca Raton, Florida 33496
7. Term: The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on January 1, 2042, unless sooner dissolved by law or by agreement of parties of the parties hereto or unless extended by a majority agreement of the Partners.

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8. Additional Contribution: No additional contributions of the Limited Partners have been agreed upon.
9. Return of Contributions: No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.
10. Profits: All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partner's then capital interest accounts, unless retained for Partnership investment and business activities.
11. Sale or Transfer of Interest in Partnership: A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the General Partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.
12. Additional Limited Partners: The General Partners may admit additional limited partners.
13. Priority Among Limited Partners: There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.
14. Continuance of Business: In the event of the death, incompetency, bankruptcy, or retirement of any General Partner, the business of the Partnership shall be continued by the remaining General Partners, and if there are none, and if the Limited partners do not admit a new General Partner or Partners to the Partnership within ninety days, the business will not continue and the Partnership will terminate provided in the Partnership Agreement.
15. Property Other than Cash: No Limited Partner shall have the right to demand and receive Property other than cash in return for his or her contribution, but in the discretion of the General Partners there may be distributions in kind.
16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed:
The General Partners and Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B", Affidavit of the Amount of the Capital Contributions of the General and Limited Partners, and Any Amount Anticipated to be Contributed by the General Partners and Limited Partners" attached hereto, with an agreed value of \$1,000,000.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the

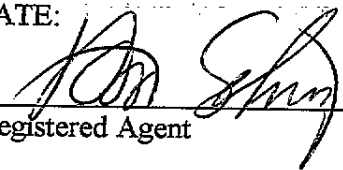
9th day of January, 192000

GENERAL PARTNER:

BY 

Managing Member

DATE:


Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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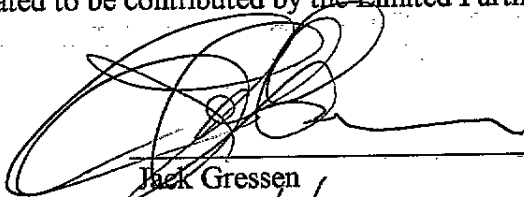
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SCHEDULE "B"

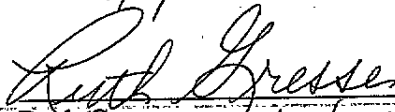
"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,
AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS"

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of
The GRESSEN Family Limited Partnership is \$1,000.00
2. The amount contributed and anticipated to be contributed by the Limited Partners
at this time totals \$990.00


Jack Gressen

Dated: 1/9/00


Ruth Gressen

Dated: 1/9/00

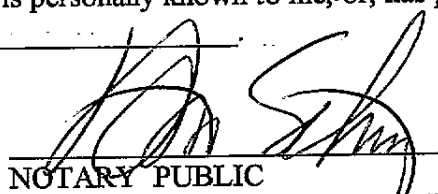
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 9th day of January
~~2000~~ by, Jack Gressen and Ruth Gressen who is personally known to me, or, has produced
the following form of identification: _____


NOTARY PUBLIC

