

LAW OFFICES OF
MAYER, KENNEDY & RANDOLPH

THE FORUM - TOWER A
1675 PALM BEACH LAKES BOULEVARD
SUITE 700
WEST PALM BEACH, FLORIDA 33401

(561) 683-2484
FAX: (561) 684-3142

EARL E. MAYER, JR.*
P. TODD KENNEDY, P.A., LL.M. Taxation
JOHN W. RANDOLPH, JR., P.A., C.P.A., LL.M. Estate Planning
PAUL T. TRINLEY, LL.M. Taxation

* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

January 24, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street (32301)
Post Office Box 6327
Tallahassee, FL 32314

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-01/25/00--01056--010
*****87.50 *****87.50

Re: Zucker Family Investments, Ltd.

Dear Sir/Madam:

Enclosed please find two (2) originals of the Affidavit of Capital Contributions and two (2) originals of the Certificate of Limited Partnership of Zucker Family Investments, Ltd. for the above referenced limited partnership. Please file one (1) original of each and return one (1) original of each stamped with the date and time the document has been accepted for filing. I have enclosed a self-addressed, stamped envelope for the return of the requested documents, along with our check in the amount of \$87.50 to cover the required filing fees.

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

Sincerely,

MAYER, KENNEDY & RANDOLPH

P. Ford

P. Todd Kennedy

PTK/tas

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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original of each
enclosed a self-
your check in the
untw
1/28

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZUCKER FAMILY INVESTMENTS, LTD.**

1. ZUCKER FAMILY INVESTMENTS, LTD.
(Name of Limited Partnership; must contain suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 19108 Cloister Lake Ln., Boca Raton, Florida 33498
(The Business Address of the Limited Partnership)
3. Allan Zucker
(Name of Registered Agent for Service of Process)
4. 19108 Cloister Lake Ln., Boca Raton, Florida 33498
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 19108 Cloister Lake Ln., Boca Raton, Florida 33498
(The Mailing Address of the Limited Partnership)

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TALLAHASSEE, FLORIDA

7. The latest date upon which the Limited Partnership is to be dissolved is January 1, 2055.


8. NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
Allan Zucker and Florence Zucker, as Tenants by the Entirety	19108 Cloister Lake Ln. Boca Raton, FL 33498

Signed this 20th day of January, 2000.

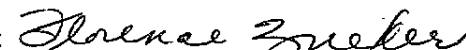
Signature of all General Partners:

Allan Zucker and Florence Zucker, as Tenants
by the Entirety

By:


Allan Zucker, as Tenant by the Entirety

By:


Florence Zucker, as Tenant by the Entirety

GENERAL PARTNER

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of ZUCKER FAMILY INVESTMENTS, LTD., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$990.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.

This 20th day of January, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

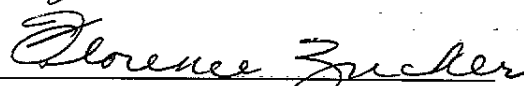
GENERAL PARTNER:

ALLAN ZUCKER AND FLORENCE ZUCKER, AS
TENANTS BY THE ENTIRETY

By:


Allan Zucker, as Tenant by the Entirety

By:


Florence Zucker, as Tenant by the Entirety

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TALLAHASSEE, FLORIDA