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February 22, 2000

VIA FEDERAL EXPRESS

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

Re: Stillman Family Limited Partnership
Our File No.: 13951-002

Dear Sir/Madam:

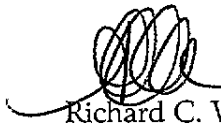
Enclosed please find for filing original and two copies of:

1. Certificate of Limited Partnership of Lashman Family Partnership, Ltd., a Florida Limited Partnership.
2. Acceptance of Appointment as Registered Agent.
3. Affidavit of Capital Contributions.

I am also enclosing our client's check in the amount of \$1,750 to cover your filing fee. Please return a copy of the above documents stamped "filed" in the enclosed envelope.

Thank you.

Very truly yours,

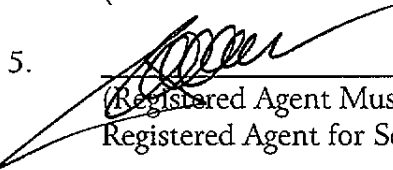

Richard C. Wolfe

RCW:iev
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
STILLMAN FAMILY LIMITED PARTNERSHIP

1. STILLMAN FAMILY LIMITED PARTNERSHIP
(Name of Limited Partnership; must Contain a Suffix Such as
"Limited," "Ltd.," or "Limited Partnership")
2. 1090 Papaya Street, Hollywood, Florida 33019
(The Business Address of Limited Partnership)
3. RICHARD C. WOLFE, ESQ.
(Name of Registered Agent for Service of Process)
4. 100 S.E. Second Street, Suite 2800, Miami, Florida 33131
(Florida Street Address for Registered Agent)
5. 
(Registered Agent Must Sign Here to Accept Designation as
Registered Agent for Service of Process)
6. 1090 Papaya Street, Hollywood, Florida 33019
(The Mailing Address of the Limited Partnership)
7. The Latest Address Upon Which the Limited Partnership is to be Dissolved
December 31, 2039.
8. NAME OF GENERAL PARTNER(S):
INVESTMENTS
B&A, Inc.
1090 Papaya Street
Hollywood, Florida 33019

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P-189164

Signed this 27 day of January, 2000.

Signature of all General Partners:

INVESTMENTS
B&A, Inc.



LAURENCE STILLMAN, its President
General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
STILLMAN FAMILY LIMITED PARTNERSHIP
a Florida Limited Partnership**

BEFORE ME, the undersigned authority, personally appeared **LAURENCE STILLMAN**, President of B&A, Inc, a Florida corporation and the sole general partner of **STILLMAN FAMILY LIMITED PARTNERSHIP**, a Florida limited partnership (herein referred to as the "Partnership"), who upon being duly sworn, certified as follows:

1. This Affidavit of Capital Contributions filed on behalf of the Partnership, is filed for the purpose of accurately depicting the amount contributed by the limited partners to the Partnership in connection with the formation and organization of the Partnership.

2. As of January 27, 2000, the total amount contributed and anticipated to be contributed by the limited partners was in excess of \$1,000,000.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

B&A Investments, Inc.

By: _____

LAURENCE STILLMAN, President

Dated: January 27, 2000

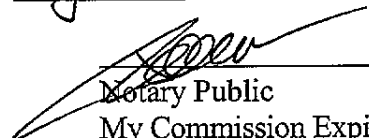
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 : SS.:
COUNTY OF MIAMI-DADE)


BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared **LAURENCE STILLMAN**, President of **B&A Investments, Inc.**, a Florida corporation and the sole general partner of **Stillman Family Limited Partnership** (the "Partnership"), known to me and known by me to be the person who executed the foregoing Supplemental Affidavit of Capital Contributions or who has produced a driver's license with a picture identification, and he acknowledged to me and before me that he executed this Affidavit as president of the sole general partner of the Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 07 day of January, 2000.

(NOTARY SEAL)



Notary Public
My Commission Expires: _____

 Richard Wolfe
My Commission CC84557
Expires June 13, 2003
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FAMILY LIMITED PARTNERSHIP
ACCEPTANCE OF ASSIGNMENT**

THE UNDERSIGNED, MELISA D. POGOSTIN, as Guardian for BRETT POGOSTIN, under Uniform Gifts to Minors Act, individually, does hereby accept the foregoing Assignment of Limited Partnership Interest and does hereby expressly agree to be bound by all of the duties and obligations of a Limited Partner under the Partnership Agreement and wishes to be admitted as a substitute Limited Partner.

IN WITNESS WHEREOF, Assignee has executed this Acceptance of Assignment as of the
7th day of February 2000.

WITNESS:

Theresa Colmey
Signature

THERESA COLMEY
Print Name

Angela Slaby
Signature

Angela Slaby
Print Name

ASSIGNEE:

Melisa POGOSTIN
MELISA D. POGOSTIN, as Guardian for
BRETT POGOSTIN, under Uniform Gifts
to Minors Act
Social Security No.: 166-54-4242

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TALLAHASSEE, FLORIDA