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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850)922-4003

From:

Account Name : LAMONT & NEIMAN, P.A.
Account Number : 120000000051
Phone : (305)530-9400
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Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
KAGANAS FAMILY LIMITED PARTNERSHIP

This Certificate of Limited Partnership dated March 27, 2000, has been duly executed and is filed pursuant to section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act") to form a limited partnership under the Act.

1. Name. The name of the limited partnership is **KAGANAS FAMILY LIMITED PARTNERSHIP**.

2. Registered Office; Registered Agent. The name of the registered agent for service of process on the limited partnership and the address of the registered office of the limited partnership required to be maintained by section 620.105 of the Act is:

LAMONT & NEIMAN, P.A.
2 South Biscayne Boulevard
Suite 3550
Miami, Florida 33131

3. Principal Office. The street address of the principal office in the United States where records are to be kept or made available under Section 620.106 of the Act and the partnership's mailing address is:

3802 N.E.207th Street
Apt. 2901
Aventura, Florida 33180

4. General Partner. The name, mailing address, and business address of the business of the general partner are:

Kaganas Family Management Corporation
3802 N.E. 207th Street
Apt. 2901
Aventura, Florida 33180

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5. Term. The latest date upon which the limited partnership is to dissolve is December 31, 2050.

EXECUTED on the date written first above.

KAGANAS FAMILY MANAGEMENT CORPORATION
General Partner

By:

Israel Kaganas, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the General Partner of the KAGANAS FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify the amount of capital contribution to date of the Limited Partners is \$0.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$3,000,000.00.

FURTHER AEFIANT SAYETH NOT.

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

GENERAL PARTNER

KAGANAS EAMILY MANAGEMENT CORPORATION

Seal

Israel V. Vargas President

By Israel Kaganas, President

Attest:

Israel K. Phillips, Secretary

Attest: Israel Margolis, Secretary

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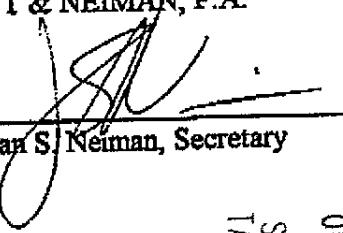
**CONSENT TO SERVE AS REGISTERED AGENT FOR
KAGANAS FAMILY LIMITED PARTNERSHIP**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Limited Partnership, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

Dated: March 24, 2000.

LAMONT & NEIMAN, P.A.

By:


Jan S. Neiman, Secretary

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