

A00000000000823 7.6

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

ABRAMS ANTON P.A.

2021 TYLER STREET

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HOLLYWOOD, FLORIDA 33022-9010

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2255 GLADES ROAD

BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY

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FAX: (561) 997-8494

NORTH BROWARD (954) 428-9800

MIAMI (305) 940-8440

PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

SCHBK-0007

VIA FEDERAL EXPRESS

May 1, 2000

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

800003235889--8
-05/02/00-01037-003
***1793.75 ***1793.75

RE: **SCHWARTZ FAMILY LIMITED PARTNERSHIP**

W-12038

Dear Sir or Madam:

Enclosed for filing please find the following:

- A. An original and one Certificate of Limited Partnership for SCHWARTZ FAMILY LTD.
- B. An original and one Affidavit of Capital Contribution for SCHWARTZ FAMILY LTD.
- C. Our firm's check in the amount of \$1,793.75 to cover the required filing fee

Please complete the necessary filing and return the certified copy to the undersigned in the self-addressed envelope I am providing for your convenience. Thank you for your prompt attention to this matter. Should you have any questions, please call.

Sincerely yours,



GENE K. GLASSER

GKG:crw/Enclosures

cc: Mrs. Bernese Schwartz
Ms. Karen R. Laub
Mr. Warren Schwartz
Mr. Stephen Schwartz

W:\CATHI - FILES\FORMS MISC\SECRETARY OF STATE - FILING PARTNERSHIP.wpd

FILED
00 MAY 22 2000
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

mtm
5/22



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 8, 2000

ABRAMS ANTON, P.A.
PO BOX 229010
HOLLYWOOD, FL 33022-9010

SUBJECT: SCHWARTZ FAMILY LTD.
Ref. Number: W00000012038

We have received your document for SCHWARTZ FAMILY LTD. and your check(s) totaling \$1793.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

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: 700A00025523

FILED
MAY 22 11 03 AM
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SCHWARTZ ENTERPRISES LTD.,

a Florida Limited Partnership

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is SCHWARTZ ENTERPRISES, LTD.

2. The address of the office of the partnership is 2490 North Park Road, Unit 321, North Hollywood, Florida 33021.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33022.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are WARREN R. SCHWARTZ, K. ROSELYN LAUB and STEPHEN L. SCHWARTZ, 2490 North Park Road, Unit 321, North Hollywood, Florida 33021.

5. The latest date upon which the partnership shall dissolve is December 31, 2049.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

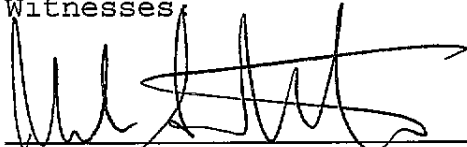
8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of SCHWARTZ ENTERPRISES, LTD. this 18 day of December, 1999.

Witnesses:



Sarah M. Sacco

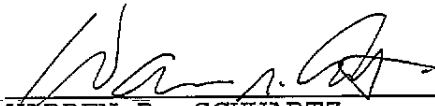


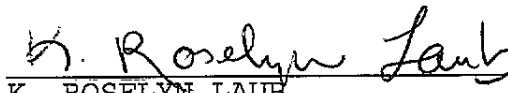
Judith H. Cannarozzi




Adam Caselott

GENERAL PARTNER(S):


WARREN R. SCHWARTZ

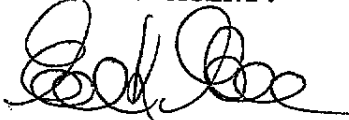

K. ROSELYN LAUB


STEPHEN L. SCHWARTZ

FILED
MAY 22 11 31
TALLAHASSEE, FLORIDA

Having been named as registered agent for SCHWARTZ ENTERPRISES, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



GENE K. GLASSER

#390660/1

FILED

00 MAY 22 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared WARREN R. SCHWARTZ, K. ROSELYN LAUB and STEPHEN L. SCHWARTZ, the General Partner(s) of SCHWARTZ ^{ENTERPRISES,} LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

FIVE MILLION DOLLARS (\$5,000,000.00)

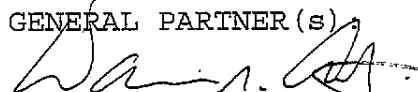
The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

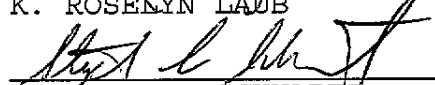
FURTHER, AFFIANT SAYETH NAUGHT.

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(s)


WARREN R. SCHWARTZ


K. ROSELYN LAUB


STEPHEN L. SCHWARTZ

FILED
00 MAY 22 AM 8:31
TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

The foregoing Affidavit was subscribed and acknowledged before me by WARREN R. SCHWARTZ, who is personally known to me or who has produced PERSONAL KNOWLEDGE as identification, on this 21ST day of JANUARY, 2000.

Patricia J. Zada

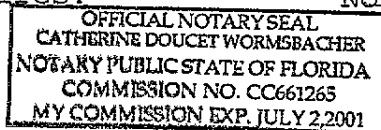
My Commission Expires: MARCH 12, 2004 Notary Public, State of Massachusetts

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Affidavit was subscribed and acknowledged before me by K. ROSELYN LAUB, who is personally known to me or who has produced [Signature] as identification, on this 28 day of December, 1999.

Catherine Doucet Wormsbacher
Notary Public, State of Florida

My Commission Expires:



FILED
MAY 22 AM 8:31
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF Orange)

The foregoing Affidavit was subscribed and acknowledged before me by STEPHEN L. SCHWARTZ, who is personally known to me or who has produced personally known as identification, on this 1st day of February, 2000.

William J. Fricke

My Commission Expires: May 28, 2000 Notary Public, State of Florida



WILLIAM J. FRICKE
My Commission CC533624
Expires May 28, 2000