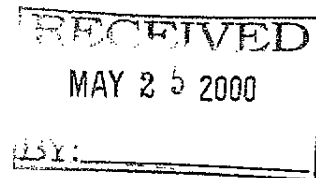


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AW OFFICES
ABRAMS ANTON P.A.

ESTABLISHED IN 1947



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



May 22, 2000

ABRAMS ANTON, P.A.
PO BOX 22901
HOLLYWOOD, FL 33022-9010

SUBJECT: T & K KAY FAMILY LTD.
Ref. Number: W00000013123

We have received your document for T & K KAY 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 general partners name is not included within the articles.,

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: 000A00028940

FILED
00 MAY 30 10 40 AM
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

OF

T & K KAY FAMILY 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 T & K KAY FAMILY LTD.
2. The address of the office of the partnership is 355 S.W. Second Avenue, Dania Beach, Florida 33004.
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 Theodore L. Kay and Katherine E. Kay, 355 S.W. Second Avenue, Dania Beach, Florida 33004.
5. The latest date upon which the partnership shall dissolve is December 31, 2050.
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.

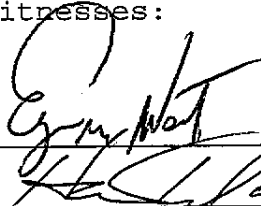
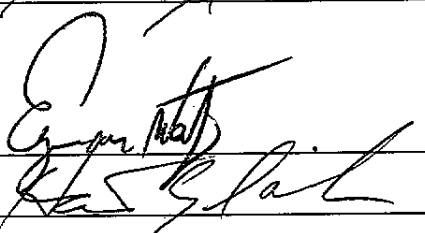
8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

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

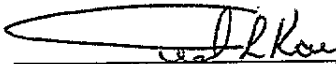
The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of T & K KAY FAMILY LTD. this 9 day of May, 2000.

Witnesses:

GENERAL PARTNER(S):

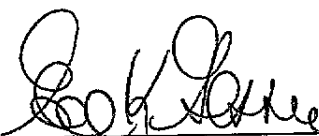

THEODORE L. KAY


KATHERINE E. KAY

FILED
00 MAY 30 AM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for T & K KAY FAMILY 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

#292183

FILED
00 MAY 30 AM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared THEODORE L. KAY and KATHERINE E. KAY, the General Partner(s) of T & K KAY FAMILY 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 HUNDRED THOUSAND DOLLARS (\$500,000.00)

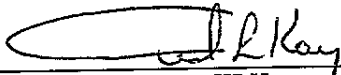
The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

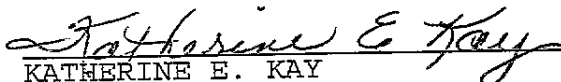
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FURTHER, AFFIANT SAYETH NAUGHT.

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):

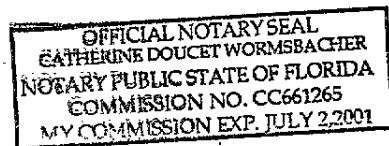

THEODORE L. KAY


KATHERINE E. KAY

The foregoing Affidavit was subscribed and acknowledged before me by THEODORE L. KAY and KATHERINE E. KAY who are personally known to me or who have produced _____ as identification, on this 9 day of May, 2000.

Katherine Doucet Wormsbacher
Notary Public, State of Florida

My Commission Expires:



FILED
00 MAY 30 PM 4:04
TALLAHASSEE, FLORIDA