

A 0000000957

Law Office of
Michael S. Singer, P.A.

1201 U.S. Highway One
Suite 240A
North Palm Beach, Florida 33408
Telephone 561-626-2101
Facsimile 561-626-4742
E-Mail MSSINGERPA@aol.com

Reply To:
P.O. Box 14456
North Palm Beach, Florida 33408

Michael S. Singer
J.D., LL.M.

May 23, 2000

600003272226--0
-05/31/00--01065--018
***1785.00 ***1785.00

Division of Corporations
Attn: Limited Partnerships
P.O. Box 6327
Tallahassee, Florida 32314

W - 14069

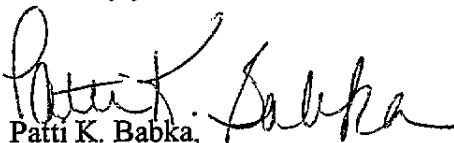
Re: Aridan Limited Partnership

Dear Sir or Madam:

Enclosed please find the Certificate of Limited Partnership with attached Affidavit for Aridan Limited Partnership. Also enclosed is our check in the amount of \$1,785.00 for the filing fees. I have enclosed an extra for you to stamp in and return to our office.

Should you have any questions or need anything further, please do not hesitate to contact me.

Sincerely yours,


Patti K. Babka,
Legal Assistant

/pkb

Enclosure(s) as Stated

FILED
00 JUN 13 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtw
6/14



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 7, 2000

MICHAEL S. SINGER, P.A.
PO BOX 14456
NORTH PALM BEACH, FL 33408

SUBJECT: ARIDAN LIMITED PARTNERSHIP
Ref. Number: W00000014069

We have received your document for ARIDAN LIMITED PARTNERSHIP and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 800A00031180

00 JUN 13 09 11:03
FILED

ARIDAN FAMILY LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Florida Statutes, §620.108, the undersigned Partners hereby make, acknowledge, and file this Certificate of Limited Partnership for the ARIDAN FAMILY LIMITED PARTNERSHIP hereinafter referred to as the Partnership.

1. The name of the Partnership is the ARIDAN FAMILY LIMITED PARTNERSHIP.

2. The initial purpose of the Partnership is to own, hold, maintain, sell, exchange and otherwise invest in the stock of corporations, limited liability corporations, general or limited partnership interests, real estate, and other business entity interests; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business reasonably incident thereto. The Partnership may, in the future, own, hold, build upon, maintain, sell, manage, operate, lease, exchange, or otherwise conduct business with respect to real property, and/or personal property of any kind, and to purchase, sell, own, acquire an interest in property of any kind and description, whether real or personal property located within or without the State of Florida; dispose of, mortgage, refinance or otherwise encumber all or any part of the aforescribed property; and conduct such other activities as may be necessary or incidental to the foregoing, all on the terms and conditions herein set forth; or otherwise conduct business with respect thereto and do all things reasonably incident thereto. The Partnership may also specifically invest in stocks, bonds, and any other investment it sees fit, including purchase of said stocks, bonds and other investments in cash, on margin, buying and selling long and short, and may purchase such stocks and bonds on margin or directly; the Partnership may also purchase futures, options, puts, calls, etc. at the discretion of the general partner. Without limiting the foregoing, the Partnership may do any act or accomplish any business or investment purpose as determined by the General Partner, without any limitation or restriction whatsoever, and may alter or amend the purpose of the Partnership consistent with the provisions of the Uniform Limited Partnership Act of Florida.

3. The principal place of business and the mailing address of the Partnership shall be located at 8642 Marlamoor Lane, Palm Beach Gardens, Florida 33412 or such other place as the General Partner may from time to time designate. The name and address of the Resident Agent is, Michael S. Singer, Esquire, 1201 U.S. Highway One, Suite 240A, North Palm Beach, FL 33408.

4. The name and address of each Partner is as follows:

GENERAL PARTNER:

Israel David Shuter and Faina Shuter, as Tenants by the Entirety
8642 Marlamoor Lane
Palm Beach Gardens, FL 33412

LIMITED PARTNER:

Israel David Shuter as
Co-Trustee of the Faina
Shuter Revocable Trust

Faina Shuter as Co-Trustee
of the Israel David Shuter
Revocable Trust

Faina Shuter as Trustee of
the Israel David Shuter
Irrevocable Trust Agreement
for the Benefit of
Arielle R. Shuter

Faina Shuter as Trustee of
the Israel David Shuter
Irrevocable Trust Agreement
for the Benefit of
Daniel J. Shuter

5. The Partnership and the limitation of liability of the Limited Partners will commence upon filing of this Certificate of Limited Partnership. The Partnership and limitation of liability of the Limited Partnership shall continue in accordance with the filing of this Certificate of Limited Partnership until May 1, 2050, unless sooner terminated in accordance with the Agreement of Limited Partnership.

6. The General Partner has contributed the property listed on Schedule "A" to the capital of the Partnership. The Limited Partners have contributed the property listed on Schedule "A" to the capital of the Partnership.

7. The Limited Partners have no responsibility or liability for additional contributions to the capital of the Partnership, but may voluntarily contribute additional capital in exchange for additional limited partnership units, or may instead elect to increase such Limited Partner's basis in existing partnership units, at the election of such Limited Partner.

8. The contribution of each partner is to be returned upon termination of the Partnership or in accordance with the Agreement of Limited Partnership.

9. Net profits and losses of the Partnership for any year shall be allocated to Partners in accordance with the Agreement of Limited Partnership.

10. A Limited Partner shall only have the right to assign and transfer any or all of his Limited Partnership Interest as restricted by the Agreement of Limited Partnership.


11. No right is given to any Partner to admit additional Limited Partners except with the consent of the General Partner and in accordance with the Partnership agreement.

12. In the event of the withdrawal, dissolution, assignment for the benefit of creditors, adjudication of bankruptcy, or insolvency, retirement, or insanity of a General Partner, the Partnership shall not dissolve, but shall continue in accordance with the terms of the Partnership Agreement.

IN WITNESS WHEREOF, the General and Limited Partners have hereunto set their hands and seals on the 1st day of May, 2000.


GENERAL PARTNER:

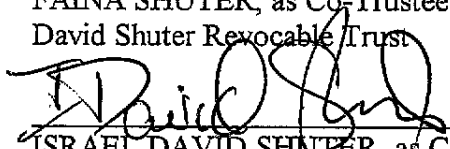
ISRAEL DAVID SHUTER AND FAINA SHUTER, as
Tenants by the Entirety

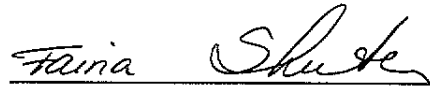

ISRAEL DAVID SHUTER



FAINA SHUTER

LIMITED PARTNERS:


FAINA SHUTER, as Co-Trustee of the Israel
David Shuter Revocable Trust


ISRAEL DAVID SHUTER, as Co-Trustee of the
Faina Shuter Revocable Trust


FAINA SHUTER, as Trustee of the Israel
David Shuter Irrevocable Trust for the
benefit of ARIELLE R. SHUTER


FAINA SHUTER, as Trustee of the Israel
David Shuter Irrevocable Trust for the benefit of DANIEL J.
SHUTER

SECRET
ALABAMA STATE
RECORDS

00 JUN 13 5:1:08

FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned Notary Public in and for said State and County, personally appeared Israel David Shuter and Faina Shuter, known to me and who swore that they did sign the foregoing instrument for themselves and that the same was their free act and deed in such capacity.

The foregoing Certificate of Limited Partnership for Aridan Family Limited Partnership was subscribed, sworn to, and acknowledged before me this 15th day of May, 2000, by Israel David Shuter and Faina Shuter who are personally known to me or who has produced a driver's license as identification and who did or did not take an oath.



NOTARY PUBLIC
My Commission Expires:



Michael S. Singer
MY COMMISSION # CC635666 EXPIRES
May 3, 2001
BONDED THRU TROY FAIN INSURANCE, INC

FILED
00 JUN 13 PM 1:03
STATE OF FLORIDA
PALM BEACH COUNTY

SCHEDULE "A"
SUPPLEMENTAL
AFFIDAVIT

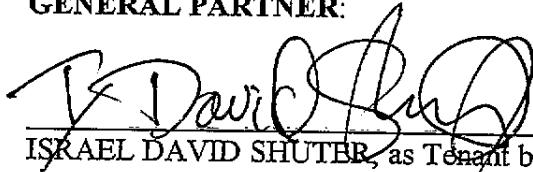
The undersigned, being duly sworn, depose and state that the foregoing statement of capital contributions to ARIDAN FAMILY LIMITED PARTNERSHIP is true and correct. Further, the partners (both general and limited) acknowledge that they may make additional capital contributions to the partnership in respect to the total authorized (5,000,000) partnership units, although at this time only 800,000,000 total partnership units have been issued.

<u>General Partner</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
Israel David Shuter and Faina Shuter, as Tenants by the Entirety	2%	16,000	16,000
<u>Limited Partners</u>	<u>Interest in Partnership Expressed as a Percentage</u>	<u>Capital Account</u>	<u>Partnership Units</u>
Israel David Shuter Irrevocable Trust for the Benefit of Arielle R. Shuter	2.5%	20,000	20,000
Israel David Shuter Irrevocable Trust for the Benefit of Daniel J. Shuter	2.5%	20,000	20,000
Israel David Shuter and Faina Shuter, as Tenants by the Entirety	93%	744,000	744,000
Total Limited Partner Interests			
TOTAL PARTNERSHIP INTERESTS	100%	800,000	800,000

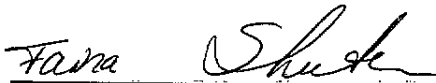
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 DISTRICT COURT
 IN AND FOR THE COUNTY OF
 LOS ANGELES STATE OF
 CALIFORNIA

TOTAL AMOUNT CONTRIBUTED BY THE PARTNERS IS \$800,000.00.

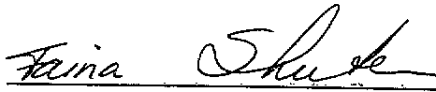
GENERAL PARTNER:



ISRAEL DAVID SHUTER, as Tenant by the Entirety


GENERAL PARTNER:

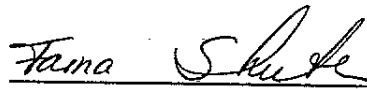

FAINA SHUTER, as Tenant by the Entirety

LIMITED PARTNERS:


FAINA SHUTER, as Trustee of the Israel
David Shuter Irrevocable Trust for the benefit of **ARIELE R.**
SHUTER


FAINA SHUTER, as Trustee of the Israel
David Shuter Irrevocable Trust for the benefit of **DANIEL J.**
SHUTER


ISRAEL DAVID SHUTER, as Tenant by the Entirety


FAINA SHUTER, as Tenant by the Entirety

FILED
JUN 13 11:09
RECEIVED
COMMERCIAL
CLERK

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served.

The following is submitted, in compliance with Florida Statutes:

ARIDAN FAMILY LIMITED PARTNERSHIP is a Limited Partnership organized under the laws of the State of Florida, with its principal office located at 8642 Marlamoor Lane, Palm Beach Gardens, Florida, in the County of Palm Beach, State of Florida. ARIDAN FAMILY LIMITED PARTNERSHIP has named Michael S. Singer, Esquire, 1201 U.S. Highway One, Suite 240A, North Palm Beach, Florida 33408, its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said partnership authorized to accept Service of Process at the designated address in Florida) in some conspicuous place in the office as required by law.

RECEIVED
DEPARTMENT OF STATE
JAN 13 09 1:03



MICHAEL S. SINGER, ESQUIRE