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Florida Department of State

Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

COGRO, LTD.

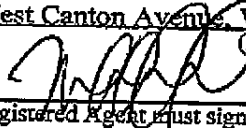
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# **CERTIFICATE OF LIMITED PARTNERSHIP**

1. COGRO, LTD.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 1202 Park Avenue, Winter Park, Florida 32789  
(Business address of Limited Partnership)
3. Frank Pohl  
(Name of Registered Agent for Service of Process)
4. 280 West Canton Avenue, Winter Park, Florida 32789  
(Florida street address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1202 Park Avenue, Winter Park, Florida 32789  
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: September 30, 2050

8. Name(s) of general partner(s):

Street address:

ALAN M. COHEN  
Trustee of the ALAN M. COHEN, M.D.  
REVOCABLE TRUST u/a/d August 6, 1993.

1202 Park Avenue  
Winter Park, Florida 32789

ALAN M. COHEN, Trustee of the CREDIT TRUST  
created under the BERNARD IRWIN GROSSMAN  
REVOCABLE TRUST u/a/d December 18, 1995

1202 Park Avenue  
Winter Park, Florida 32789

ALAN M. COHEN, Trustee of the RESIDUARY  
TRUST created under the BERNARD IRWIN  
GROSSMAN REVOCABLE TRUST u/a/d December  
18, 1995

1202 Park Avenue  
Winter Park, Florida 32789

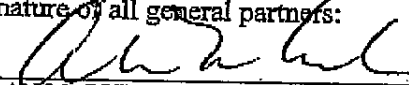
RHODA GROSSMAN  
Trustee of the RHODA GROSSMAN REVOCABLE  
TRUST u/a/d December 18, 1995


4417 Barclay Fairway  
Lake Worth, Florida 33467


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

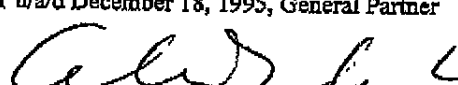
Signed this 24th day of July, 2000.

Signature of all general partners:

  
ALAN M. COHEN  
Trustee of the ALAN M. COHEN, M.D.  
REVOCABLE TRUST u/a/d August 6, 1993, as  
amended, General Partner

  
RHODA GROSSMAN  
Trustee of the RHODA GROSSMAN REVOCABLE  
TRUST u/a/d December 18, 1995, General Partner

  
ALAN M. COHEN, Trustee of the CREDIT TRUST  
created under the BERNARD IRWIN GROSSMAN  
REVOCABLE TRUST u/a/d December 18, 1995,  
General Partner

  
ALAN M. COHEN, Trustee of the RESIDUARY  
TRUST created under the BERNARD IRWIN  
GROSSMAN REVOCABLE TRUST u/a/d December  
18, 1995, General Partner

## **AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP**

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TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of COGRO, LTD., a Florida Limited Partnership, certify:

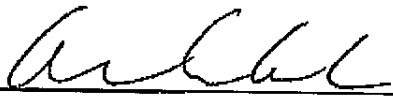
The amount of capital contributions to date of the limited partners is \$0.00.

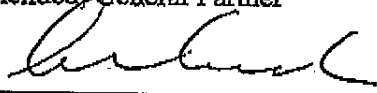
The total amount contributed and anticipated to be contributed by the limited partners at this time totals  
\$4,000,000.00.

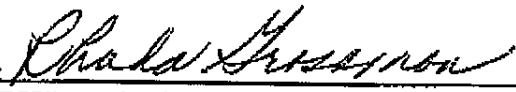
Signed this 24th day of July, 2000.


FURTHER AFFIANT SAYETH NOT.

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

  
 ALAN M. COHEN  
 Trustee of the ALAN M. COHEN, M.D.  
 REVOCABLE TRUST u/a/d August 6, 1993,  
 as amended, General Partner

  
 ALAN M. COHEN, Trustee of the CREDIT  
 TRUST created under the BERNARD  
 IRWIN GROSSMAN REVOCABLE TRUST  
 u/a/d December 18, 1995, General Partner

  
 RHODA GROSSMAN  
 Trustee of the RHODA GROSSMAN  
 REVOCABLE TRUST u/a/d December 18,  
 1995, General Partner

  
 ALAN M. COHEN, Trustee of the  
 RESIDUARY TRUST created under the  
 BERNARD IRWIN GROSSMAN  
 REVOCABLE TRUST u/a/d December 18,  
 1995, General Partner

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