MAYNARD ABRAMS 1916-1992

MITCHELL D. ADLER LAURENCE I. BLAIR X MILTON S. BLAUT X ALAN B. COHN 2 MAURICE M. GARCIA GENE K. GLASSER ★ WILLIAM S. KRAMER O LEONARD ROBBINS KENNETH A. RUBIN

REUBEN M. SCHNEIDER O X 1 PETER R. SIEGEL MARC JAY TANNEN JACK F. WEINS DAVID WEISMAN O

7-19B1

OF COUNSEL STANLEY D. GOTTSEGEN ¶

. ROARD CERTIFIED TAX LAWYER BOARD CERTIFIED ESTATE PLANNING AND PROBATE LAWYER ↑ BOARD CERTIFIED REAL ESTATE LAWYER : MEMBER OF D.C. BAR X MEMBER OF N.Y. BAR MEMBER OF OHIO BAR

2021 TYLER STREET POST OFFICE BOX 229010 HOLLYWOOD, FLORIDA 33022-9010

> (954) 921-5500 FAX: (954) 925-7013

2255 GLADES ROAD BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY

(561) 994-2212 (561) 994-2772 FAX: (561) 997-8494 NORTH BROWARD (954) 428-9800 MIAMI (305) 940-8440 PALM BEACHES (561) 833-4710

> PLEASE REPLYTO: Hollywood

FILE NO.: ROULM-0001

VIA FEDERAL EXPRESS

August 17, 2000

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

400003354544 708/18/00--01075--022 ***1793.75 ***1793.75

ROUSSEAU FAMILY LIMITED PARTNERSHIP RE:

Dear Sir or Madam:

Enclosed for filing please find the following:

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

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

Sincerely yours,

GENE K. GLASSER GKG:crw/Enclosures

Mrs. Lillian M. Rousseau CC:

Larry Legel, CPA

W:\roulm\0001\Corr\SECRETARY OF STATE - FILING PARTNERSHIP 08-15-00c.wpd

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ROUSSEAU 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 ROUSSEAU FAMILY LTD.
- of process on the partnership is LILLIAN PULITZER McCLUSKEY 251
 Esplanada Way, Palm Beach, Florida 33480.
- 4. The name and business address of the reneral Partner(s) and the mailing address of the partnership are LIZA DAVIS PULITZER, LILLIAN PULITZER McCLUSKEY and PETER M. PULITZER, c/o 710 South Country Road, Palm Beach, Florida 33480
- 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.

Partnership has been executed by the General Partner(s) of ROUSEAU

FAMILY LTD. this 13 day of JLJ Y , 2000. AFRICAR TO SERVICE TO THE STATE OF THE

Having been named as registered agent for ROUSSEAU 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:

TITITAN DILITZER MCCIJISKEY

6/8/00 ABC:es

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared LIZA DAVIS PULITZER, LILLIAN PULITZER McCLUSKEY and PETER M. PULITZER the General Partner(s) of ROUSSEAU 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:

- FOUR HUNDRED EIGHTY THOUSAND (\$480,000.00) DOLLARS -

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

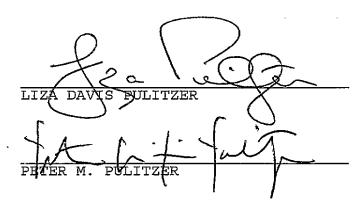
-0-

FURTHER, AFFIANT SAYETH NAUGHT.

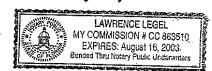
Under penalties of perjury, I declare that I averaged the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER (s):

ÍZA DAVIS PULITZER



The foregoing Affidavit was subscribed and acknowledged before me by LIZA DAVIS PULITZER, who is personally known to me or who has produced kerdrivers license as identification, on this 28th day of Quly , 2000.



Notary Public, State of Florida

My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by LILLIAN PULITZER McCLUSKEY, who is personal me or who has produced her driver's license as identification, on this 28th day of July, 2000.



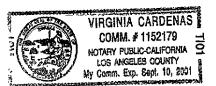
Notary Public, State of Florida

My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by PETER M. PULITZER, who is personally known to me or who has produced Cal, D_{Yi} L_i as identification, on this 13 day of au, 2000.

Milynia Cardenae Notary Public

My Commission Expires: Sept. 10-2,001



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SECRETARY OF STATE