



A00000001495

ACCOUNT NO. :- 072100000032

REFERENCE : 848079 9416A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 29, 2000

ORDER TIME : 10:43 AM

ORDER NO. : 848079-005

CUSTOMER NO: 9416A

CUSTOMER: Michael Tannenbaum, Esq
Michael D. Tannenbaum, Esq

Suite 304
2161 Palm Beach Lake Boulevard
West Palm Beach, FL 33409

DOMESTIC FILING

NAME: ZUSSMAN ASSOCIATES, LTD.

EFFECTIVE DATE: (8)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

FILED
00 SEP 29 PM 1:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
00 SEP 29 AM 11:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 9/29

CERTIFICATE OF LIMITED PARTNERSHIP
OF
Zussman Associates, Ltd.
a Florida Limited Partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Zussman Associates, Ltd.
2. The address of the office of the Partnership is 44 Cocoanut Row, A-302, Palm Beach, FL 33480.
3. The name and address of the agent for services of process on the Partnership is Irving Zussman, 44 Cocoanut Row, A-302, Palm Beach, FL 33480.
4. The names and business addresses of the general partners are as follows:

Irving Zussman
44 Cocoanut Row, A-302
Palm Beach, FL 33480

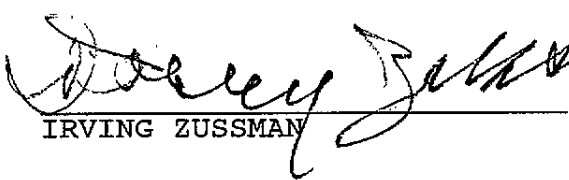
David T. Zussman
25 Baldpate Hill Road
Newton Center, MA 02459

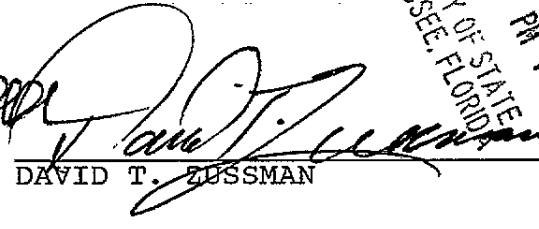
5. The mailing address of the Partnership is 44 Cocoanut Row, A-302, Palm Beach, FL 33480.
6. The latest date upon which the Partnership shall dissolve is December 31, 2031.

The execution of this certificate by the undersigned general partners 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 all of the general partners of Zussman
Associates, Ltd., this 28th day of SEPTEMBER, 2000.

GENERAL PARTNERS


IRVING ZUSSMAN



DAVID T. ZUSSMAN

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Zussman Associates, 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



IRVING ZUSSMAN

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared IRVING ZUSSMAN, one of the general partners of Zussman Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

TEN MILLION (\$10,000,000.00) DOLLARS

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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.

DATED: SEPTEMBER 28, 2000

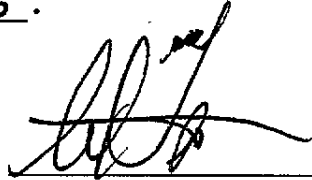


IRVING ZUSSMAN,
General Partner

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared IRVING ZUSSMAN, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th, day of SEPTEMBER, 2000.



NOTARY PUBLIC

My Commission Expires



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared DAVID T. ZUSSMAN, one of the general partners of Zussman Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

TEN MILLION (\$10,000,000.00) DOLLARS

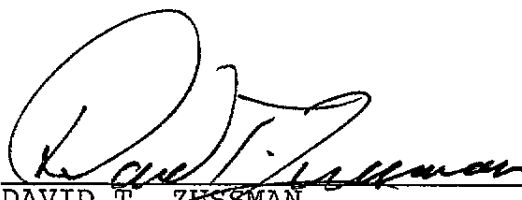
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

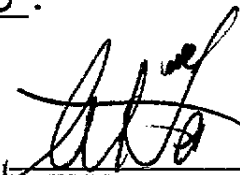
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED: SEPTEMBER 28, 2000


DAVID T. ZUSSMAN,
General Partner

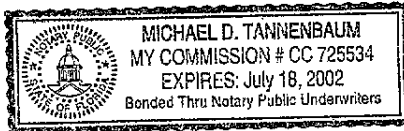
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared DAVID T. ZUSSMAN, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28th, day of SEPTEMBER, 2000.



NOTARY PUBLIC

My Commission Expires



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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