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BELSON & LEWIS
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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RONALD LEWIS, P.A.²³
GREGORY S. BLOSHINSKY
LAURA E. PECK
ALLAN R. LIPMAN³⁴

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³ ALSO ADMITTED NEW YORK BAR
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www.lawyers.com/belson&lewis
www.snowbirdguide.com

September 25, 2000

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Cohn Family, Ltd., a Florida Limited Partnership

Dear Sir or Madam:

Enclosed please find an original and one copy of the following documents:

1. Check No. 8890, payable to the Secretary of State in the total amount of \$87.50, which represents the filing fee of \$52.50 and the Registered Agent fee of \$35.00;_
2. Certificate of Limited Partnership of Cohn Family, Ltd;
3. Affidavit of Capital Contributions with attached Exhibit "A"; and
4. Acceptance of Appointment as Registered Agent

Please file the original documents and date-stamp and return the enclosed copies in the self-addressed stamped envelope provided.

Thank you for your assistance in this matter.

Very truly yours,

BELSON & LEWIS

Steven A. Belson

SAB/mj
Encls.

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SEP 29 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

COHN FAMILY, LTD a Florida limited partnership

The undersigned General Partners desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is COHN FAMILY, LTD., a Florida limited partnership (the "Partnership").

2. The address of the office of the Partnership is 2017 Ocean Ridge, Vero Beach, FL 32963.

3. The name and address of the agent for service of process of the Partnership is Steven A. Belson, Esquire, 2000 Glades Road, Suite 306, Boca Raton, FL 33431.

4. The names and addresses of the General Partners are as follows:

THOMAS S. COHN: 2017 Ocean Ridge, Vero Beach, FL 32963

LILYAN COHN: 2017 Ocean Ridge, Vero Beach, FL 32963

5. The mailing address of the Partnership is 2017 Ocean Ridge, Vero Beach, FL 32963.

6. The latest date upon which the Partnership will dissolve is December 31, 2026.

7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partners.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of COHN FAMILY, LTD., a Florida limited partnership this 23 day of August, 2000.

GENERAL PARTNERS:

Thomas S. Cohn
THOMAS S. COHN

Lilyan Cohn
LILYAN COHN

STATE OF MICHIGAN)
) SS.
COUNTY OF Antrim)

Subscribed and sworn to before me by THOMAS S. COHN, a General Partner, who is personally known to me or who has produced drivers license as identification, on August 23, 2000.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

PATRICIA F GADWA
Notary Public, Antrim County, MI
My Commission Expires Jul 24, 2004

Patricia F. Gadwa
NOTARY PUBLIC
Print Name: PATRICIA F. GADWA
Comm. No.: _____
Comm. Exp.: 7-24-2004

STATE OF MICHIGAN)
) SS.
COUNTY OF Antrim)

Subscribed and sworn to before me by LILYAN COHN, a General Partner, who is personally known to me or who has produced drivers license as identification, on August 23, 2000.

PATRICIA F GADWA
Notary Public, Antrim County, MI
My Commission Expires Jul 24, 2004

Patricia F. Gadwa
NOTARY PUBLIC
Print Name: PATRICIA F. GADWA
Comm. No.: _____
Comm. Exp.: 7-24-2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME the undersigned, personally appeared THOMAS S. COHN and LILYAN COHN as the General Partners of COHN FAMILY, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, did certify as follows:

1. The amount of capital contributions of the Limited Partners is attached hereto as Exhibit "A".
2. The anticipated amount of additional capital contributions of the Limited Partners is none at this time.

FURTHER AFFIANT SAYETH NAUGHT.

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

Dated this 23 day of August, 2000.

GENERAL PARTNERS

Thomas S. Cohn
THOMAS S. COHN

Lilyan Cohn
LILYAN COHN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF MICHIGAN)
) SS.
COUNTY OF Antrim)

Subscribed and sworn to before me by THOMAS S. COHN, a General Partner, who is personally known to me or who has produced drivers license as identification, on August 23, 2000.

PATRICIA F GADWA
Notary Public, Antrim County, MI
My Commission Expires Jul 24, 2004

Patricia F. Gadwa
NOTARY PUBLIC
Print Name: PATRICIA F. GADWA
Comm. No.: _____
Comm. Exp.: 7-24-2004

STATE OF MICHIGAN)
) SS.
COUNTY OF Antrim)

Subscribed and sworn to before me by LILYAN COHN, a General Partner, who is personally known to me or who has produced drivers license as identification, on August 23, 2000.

PATRICIA F GADWA
Notary Public, Antrim County, MI
My Commission Expires Jul 24, 2004

Patricia F. Gadwa
NOTARY PUBLIC
Print Name: PATRICIA F. GADWA
Comm. No.: _____
Comm. Exp.: 7-24-2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"
CAPITAL ASSETS CONTRIBUTED
TO
COHN FAMILY, LTD.

	<u>VALUE</u>
Contributed by THOMAS S. COHN as General Partner: Cash and securities	\$5.00
Contributed by LILYAN COHN as General Partner: Cash and securities	\$5.00
Contributed by THOMAS S. COHN as Limited Partner: Cash and securities	\$395.00
Contributed by LILYAN COHN as Limited Partner: Cash and securities	\$394.00
Contributed by LAURENCE COHN as Limited Partner: Cash and securities	\$ 67.00
Contributed by ANDREA COHN STIEGEL as Limited Partner: Cash and securities	\$ 67.00
Contributed by LIANNE COHN JOHNSON as Limited Partner: Cash and securities	<u>\$ 67.00</u>
TOTAL CAPITAL CONTRIBUTION:	<u>\$1,000.00</u>

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

Having been named as registered agent for COHN FAMILY, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, Steven A. Belson, Esquire, 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

DATED: 8/23/00



STEVEN A. BELSON, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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