



A00000001852

ACCOUNT NO. : 072100000032

REFERENCE : 918211 4306827

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 1837.50

FILED
00 DEC -4 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 4, 2000

ORDER TIME : 12:55 PM

ORDER NO. : 918211-005

CUSTOMER NO: 4306827

CUSTOMER: Ms. Judy Hoodiman
Abrams Anton, P.A.
2021 Tyler Street
Hollywood, FL 33022

700003485307--0

DOMESTIC FILING

NAME: SOPHIE ELIAS FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

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: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

RECEIVED
00 DEC -4 PM 3:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

BK 12/5

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SOPHIE ELIAS FAMILY LTD.,

a Florida Limited Partnership

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TALLAHASSEE, FLORIDA

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 SOPHIE ELIAS FAMILY LTD.

2. The address of the office of the partnership is 2101 South Ocean Drive, No. 1004-4, Hollywood, Florida 33019.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are SOPHIE ELIAS, 2101 South Ocean Drive, No. 1004-4, Hollywood, FL 33019.

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 () Limited Partner over another with respect to the contributions or compensation by way of income.

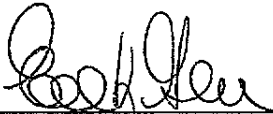
9. A Limited Partner may not demand property other than cash in return for its contributions.

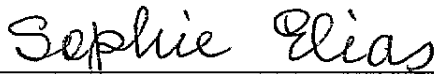
The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of SOPHIE ELIAS FAMILY LTD. this 22 day of November, 2000.

Witnesses:

GENERAL PARTNER(S):


Eleanor M. Steiner

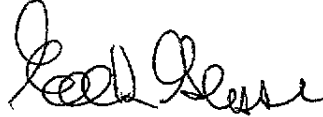

SOPHIE ELIAS

Having been named as registered agent for SOPHIE ELIAS 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

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Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



GENE K. GLASSER

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REC-4 PM 4:40
DEPT. OF STATE
TALLAHASSEE, FLORIDA

09/19/00
ABC/jap

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared SOPHIE ELIAS, the General Partner(s) of SOPHIE ELIAS 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:

\$8,000,000.00

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

-0-

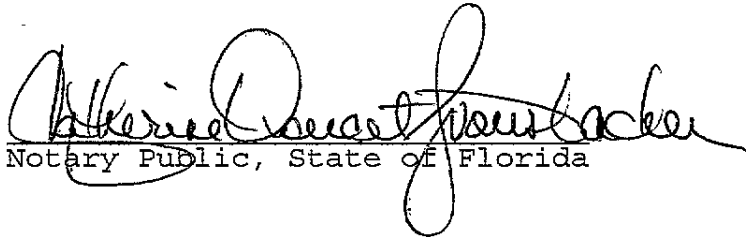
FURTHER, AFFIANT SAYETH NAUGHT.

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

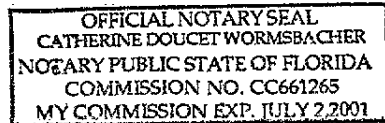
GENERAL PARTNER(s):

Sophie Elias
SOPHIE ELIAS

The foregoing Affidavit was subscribed and acknowledged before me by SOPHIE ELIAS, who is personally known to me or who has produced _____ as identification, on this 22 day of November, 2000.


Notary Public, State of Florida

My Commission Expires:



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