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C. J. WAHRMAN III, J.D., LL.M.

December 7, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
The Capital, 22nd Floor
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Our File No. 14930-55622
Gertrude Grossman, Inc.
The Grossman Family Limited Partnership

400003501444
12/08/00--01114--002
\$1837.50***\$1837.50

Dear Sir or Madam:

A-1926

Enclosed are executed originals and duplicate originals of the following:

1. Articles of Incorporation for Gertrude Grossman, Inc., together with check No. 1664 in the amount of \$78.75 representing the filing fee, the cost of a certified copy and the fee for a registered agent designation.
2. Certificate of Limited Partnership for The Grossman Family Limited Partnership, together with check No. 1665 in the amount of \$1,837.50 representing the filing fee, the cost of a certified copy and the fee for a registered agent designation.

Once the Articles of Incorporation and Certificate of Limited Partnership have been filed, please return a certified copy of each document to this office in the enclosed pre-addressed stamped envelope. If you have any questions, please do not hesitate to contact me. Thank you.

Very truly yours,

C. J. Wahrman III

C. J. Wahrman III

CJW/rk
Enclosures
cc: Jeffrey B. Grossman
Ranee Braslow

SECRETARY OF STATE
TALLAHASSEE FLORIDA

00 DEC -8 PM 12:56

FILED

12/14

5p CC

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THE GROSSMAN FAMILY LIMITED PARTNERSHIP,
a Florida Limited Partnership**

FILED
00 DEC -8 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

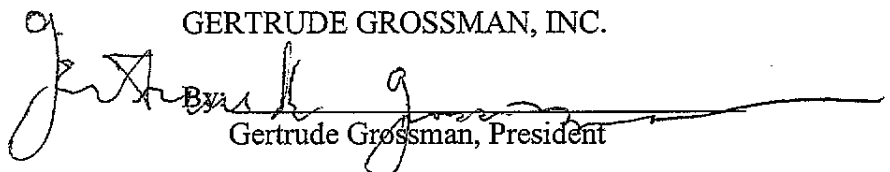
1. The name of the limited partnership is THE GROSSMAN FAMILY LIMITED PARTNERSHIP (the "Partnership").
2. The address of the office of the Partnership is 10579 Boca Woods Lane, Boca Raton, Florida 33428.
3. The name and address of the agent for service of process on the Partnership are Gertrude Grossman, 10579 Boca Woods Lane, Boca Raton, Florida 33428.
4. The name and business address of the sole General Partner are Gertrude Grossman, Inc., 10579 Boca Woods Lane, Boca Raton, Florida 33428. P-114301
5. The mailing address of the Partnership is c/o English, McCaughan & O'Bryan, P.A. 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

The execution of this Certificate by the undersigned General Partner 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 of The Grossman Family Limited Partnership this 7th day of December, 2000.

GENERAL PARTNER:

GERTRUDE GROSSMAN, INC.


Gertrude Grossman, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of December, 2000, by Gertrude Grossman, as president of Gertrude Grossman, Inc., the General Partner of The Grossman Family Limited Partnership, and who is personally known to me or who produced the following as identification: _____.



C. J. Wahman, III
MY COMMISSION # CC748895 EXPIRES
June 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

C. J. Wahman III

Notary Public

My Commission Expires:

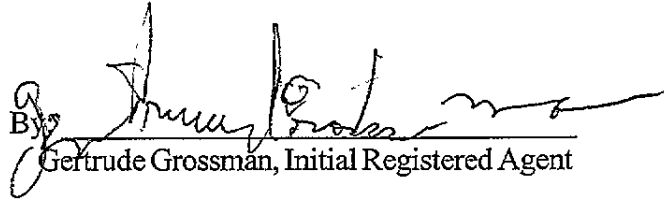
Print, type or stamp name of notary

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00 DEC -8 PM 12:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of The Grossman Family Limited Partnership as made in the foregoing Certificate of Limited Partnership.

Date: December 7, 2000

By 
Gertrude Grossman, Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Gertrude Grossman, who is the president of Gertrude Grossman, Inc., the sole General Partner of The Grossman Family Limited Partnership, a Florida Limited Partnership (the "Partnership") certifies that the total initial amount of capital contributions and anticipated capital contributions by the limited partners of the Partnership is \$846,515.00.

FURTHER AFFIANT SAYETH NOT.

GENERAL PARTNER:

GERTRUDE GROSSMAN, INC.

By: 

Gertrude Grossman, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 7th day of December, 2000, by Gertrude Grossman, as the president of Gertrude Grossman, Inc., the sole General Partner, and who is personally known to me or who produced the following as identification:



C. J. Wahrman, III
MY COMMISSION # CC748895 EXPIRES
June 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

C. J. Wahrman, III

Notary Public

My Commission Expires:

Print, type or stamp name of notary

CLERK OF STATE
TALLAHASSEE FLORIDA

00 DEC -8 PM 12:56

FILED