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Please Reply To West Palm Beach

December 22, 2000

Via Federal Express

SECRETARY OF STATE

Division of Limited Partnerships

409 East Gaines Street

Tallahassee, Florida 32399

Re: The AOW Limited Partnership

600003513606--2

-12/27/00--01008--005

***1837.50 ***1837.50

Dear Sir or Madam:

Enclosed find original and one (1) signed copy of Certificate of Limited Partnership of captioned, together with a check in the amount of \$1,837.50, payable to the Department of State, representing payment of the filing fee based upon the anticipated amount of capital contributions of the limited partners (at the rate of \$7.00 per \$1,000.00 of contributions, but not more than \$1,750.00), plus \$52.50, representing the fee for a certified copy, together with an additional \$35.00 for the provision within the Certificate which designates the resident agent.

Upon the filing of the Certificate of Limited Partnership with the Department of State, please receipt the copy which is enclosed marked filed and return same to this office with the Certificate of Department of State in the enclosed Federal Express envelope.

I WOULD APPRECIATE YOUR FILING THE ENCLOSED CERTIFICATE OF LIMITED PARTNERSHIP ON OR BEFORE DECEMBER, 26, 2000, AND THEREFORE, RESPECTFULLY REQUEST THAT YOU CALL ME UPON YOUR RECEIPT OF THIS LETTER TO CONFIRM THE DATE OF FILING WITH THE DEPARTMENT OF STATE.

Sincerely yours,

HOWARD J. WIENER, P.A.

By:


HOWARD J. WIENER, ESQUIRE

HJW/da

Enclosures

cc: Adeline O. Walser (w/out enclosures)
Conrad Walser (w/out enclosures)
Gary B. Sellari, CPA (w/out enclosures)
Ted Wexler, CPA (w/out enclosures)

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE AOW LIMITED PARTNERSHIP

A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the *Florida* Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE AOW LIMITED PARTNERSHIP.

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease real property and other property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 1134 West Lake Street, Hollywood, Florida 33019, at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Adeline O. Walser at 1134 West Lake Street, Hollywood, Florida 33019, who acknowledges by her signature hereunder, her acceptance of same.

5. The General Partner. The name and business address of the General Partner as follows:

GENERAL PARTNER

AOW, LLC

L-16028

PLACE OF BUSINESS

1134 West Lake Street
Hollywood, FL 33019

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TALLAHASSEE FLORIDA

6. Mailing Address. The mailing address of the Limited Partnership is 1134 West Lake Street, Hollywood, Florida 33019.

7. Term. The Partnership shall begin at the time of the filing of the Certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2040, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

9. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

10. Profits. All annual net profits of the Partnership shall be divided among the General and Limited Partners in accordance with their Percentage Interests, unless retained for Partnership investment and business activities.

11. Sale or Transfer of Interest in Partnership. A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the partners, unless the Transfer is a permitted Transfer, as explained in detail by the Partnership Agreement.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Day to Day Management by General Partner. The General Partner shall have the sole, full and exclusive right to manage, operate, administer and control the Partnership business and investment activities.

14. Amount of Cash and Affidavit to Agreed Value and Description of Property

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ALLAHABAD FLORIDA

Contributed. The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A", Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of \$5,544,000.00.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 21 day of December, 2000.

GENERAL PARTNER:

AOW, LLC

By: Adeline O. Walser TEE
THE ADELINE O. WALSER TRUST,
Member, Adeline O. Walser, Trustee

Adeline O. Walser T.
ADELINE O. WALSER,
Registered Agent

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TALLAHASSEE FLORIDA

SCHEDULE "A"

THE AOW LIMITED PARTNERSHIP

"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL

CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,

AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED

BY THE LIMITED PARTNERS"

The undersigned, consisting of the sole general partner of THE AOW LIMITED PARTNERSHIP, a *Florida* limited partnership, certifies the following:

1. The amount of the capital contributions to date of the Limited Partners of THE AOW LIMITED PARTNERSHIP is \$5,544,000.00; and

2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$5,544,000.00.

Signed as of the 21 day of December, 2000.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

AOW, LLC

Adeline O. Walser
THE ADELINE O. WALSER TRUST
Adeline O. Walser, Trustee, Member

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00 DEC 26 PM 1:59
CLERK OF STATE
TALLAHASSEE FLORIDA