



THE UNITED STATES
CORPORATION
COMPANY

A01000000011

ACCOUNT NO. : 072100000032

REFERENCE : 951781 126932A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 3, 2001

ORDER TIME : 11:16 AM

ORDER NO. : 951781-005

CUSTOMER NO: 126932A

CUSTOMER: Ms. Barbara L. Wolf
Barbara L. Wolf, P.a.

Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

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-01/03/01--01040--011
***1750.00 ***1750.00

000003521760--3
-01/03/01--01040--012
*****35.00 *****35.00

DOMESTIC FILING

NAME: AMERICAN HERITAGE ACQUISITIONS
& RESTORATIONS LIMITED
PARTNERSHIP

EFFECTIVE DATE:

(9)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

FILED
RECEIVED
01 JAN -3 PM 1:15
01 JAN -3 PM 12:12
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA

BR 1/3/01

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE**

**AMERICAN HERITAGE ACQUISITIONS & RESTORATIONS
LIMITED PARTNERSHIP**

A Florida Limited Partnership

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The parties hereto do hereby certify that an Agreement was made effective the 1st day of January, 2001, at Fort Lauderdale, Florida by the following, herein called the "General Partner":

STEPHEN HAMMER, an individual

and by the following, hereinafter referred to as "Limited Partners":

- 1) SIDNEY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
- 2) JENNY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000
- 3) STEPHEN HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
- 4) PAUL B. HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name. The name of this Limited Partnership is the
AMERICAN HERITAGE ACQUISITIONS & RESTORATIONS LIMITED PARTNERSHIP.

2. Business. The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. Principal Place of Business and Mailing Address. The location of the principal place of business of the partnership is 516 SW 4th Avenue, Ft. Lauderdale, FL 33315. The mailing address for the partnership is 516 SW 4th Avenue, Ft. Lauderdale, FL 33315. The registered agent for service for this Limited Partnership is Attorney Barbara L. Wolf, an individual, whose address is 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

5. Partners. The General Partners and Limited Partners of this Limited Partnership and their addresses are as follows:

General Partner:

STEPHEN HAMMER
516 SW 4th Avenue, Ft. Laud., FL 33315

Limited Partners:

- (a) SIDNEY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
7200 Radice Court, Apartment 602, Ft. Lauderdale, FL 33319.
- (b) JENNY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
7200 Radice Court, Apartment 602, Ft. Lauderdale, FL 33319.
- (c) STEPHEN HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
516 SW 4th Avenue, Ft. Lauderdale, FL 33315.
- (d) PAUL B. HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000.
516 SW 4th Avenue, Ft. Lauderdale, FL 33315.

6. Term. The partnership shall begin on January 1, 2001, and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

7. Additional Contributions. No additional contributions of the limited partners have been agreed to.

8. Return of Contributions. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the partnership shall be divided among the General and Limited Partners in the same proportions as the partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the partnership acting through a guardian, but only after such Limited Partner gives to the partnership a 120 day opportunity to purchase such interest as set forth in the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional limited partners.

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. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contribution.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The partners in the Limited Partnership have contributed their interest in

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the property set forth in Schedule "A" attached hereto, with an agreed value of \$8,000,000.

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Partners	Percentage Interest	Contribution
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General Partners:

STEPHEN HAMMER	.00125	\$10,000
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Limited Partners:

SIDNEY RICHTER IRREVOCABLE TRUST	.89625	\$7,170,000
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JENNY RICHTER IRREVOCABLE TRUST	.00125	\$10,000
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STEPHEN HAMMER IRREVOCABLE TRUST	.10	\$800,000
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PAUL B. HAMMER IRREVOCABLE TRUST	.00125	\$10,000
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<u>TOTAL</u>	<u>100%</u>	<u>\$8,000,000</u>
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IN WITNESS WHEREOF, we have set our hands and seals on the day and year first above written.

GENERAL PARTNER:



STEPHEN HAMMER, an individual

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LIMITED PARTNERS:

**SIDNEY RICHTER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**



STEPHEN HAMMER, TRUSTEE

**JENNY RICHTER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**



STEPHEN HAMMER, TRUSTEE

**STEPHEN HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**



JENNY RICHTER, TRUSTEE

**PAUL B. HAMMER IRREVOCABLE TRUST
DATED DECEMBER 14, 2000**



STEPHEN HAMMER, TRUSTEE

SCHEDULE A

Attached to the Certificate of Limited Partnership of the
AMERICAN HERITAGE ACQUISITIONS & RESTORATIONS LIMITED PARTNERSHIP

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The following contributions of capital made or anticipated to be made by the
General Partner and Limited Partners subject to the encumbrances owed thereon to-wit
are as follows:

General Partner:

STEPHEN HAMMER	\$10,000
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Limited Partners:

1. SIDNEY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000	\$7,170,000
2. JENNY RICHTER IRREVOCABLE TRUST DATED DECEMBER 14, 2000	\$10,000
3. STEPHEN HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000	\$800,000
4. PAUL B. HAMMER IRREVOCABLE TRUST DATED DECEMBER 14, 2000	\$10,000

<u>TOTAL</u>	<u>\$8,000,000</u>
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of the
~~AMERICAN HERITAGE ACQUISITIONS & RESTORATIONS LIMITED PARTNERSHIP~~
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is

\$8,000,000 (Eight Million Dollars)

The total amount contributed and anticipated to be contributed by the limited partners
at this time totals

\$8,000,000 (Eight Million Dollars)

Signed this 1st day of January, 2001.

FURTHER AFFIANT SAYETH NOT.

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



STEPHEN HAMMER, General Partner

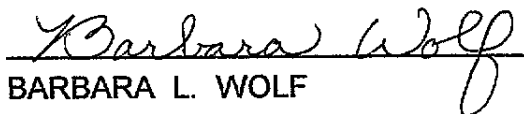
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the Florida Partnership Act F.S. 620 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That the **AMERICAN HERITAGE ACQUISITIONS & RESTORATIONS LIMITED PARTNERSHIP**, a Florida limited partnership qualified to do business under the laws of the State of Florida, with its principal office at 516 SW 4th Avenue, Ft. Lauderdale, FL 33315, has appointed **BARBARA L. WOLF** as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Limited Partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BARBARA L. WOLF

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