

A01000000354

The Law Offices of
HOWARD L. SCHWARTZ, P.A.

Legal Assistant:

Susan Landesman

1801 S. Federal Highway
Suite 245B
Delray Beach, Florida 33483

Telephone: 561-997-0000
Facsimile: 561-272-4001

March 7, 2001

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

700003819587--4
-03/08/01--01115--002
****140.00 ****140.00

RE: The SDW Family Limited Partnership

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Certificate of Limited Partnership for the above referenced partnership, together with our check in the amount of \$140.00 for filing fees. This includes \$52.50 filing fees, \$35.00 for Registered Agent and \$52.50 for a Certified Copy.

After filing, please return copy of filed Certificate of Limited Partnership to this office.

If you have any questions, please do not hesitate to contact me.

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

Enclosures (2)
SDW.SecState.FLP030701

FILED
MAR -8 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A01-354
OK

CERTIFICATE OF LIMITED PARTNERSHIP

OF THE

SDW FAMILY

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 SDW Family Limited Partnership u/a/d 2-23-01.

2. Business: The general character of the Partnership business shall be real estate, mortgages, rental properties, securities, venture capital funding, partnership interests, limited partnership interests, or otherwise deal in and with the foregoing property or any part thereof, and to carry on such other activities in furtherance of the purpose as are not prohibited by law. In addition, the Partnership may operate any and/all lawful business permitted under the state it is licensed to do business in and any other state, either directly, in its own name or, indirectly through another entity (ie: corporation) it may form.

3. Principal Place of Business and Location of Records: The location of the principal place of business of the Partnership is 5101-A Lake Catalina Dr., Boca Raton, FL 33496 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 Howard L. Schwartz, 1801 S. Federal Highway, Suite 245B, Delray Beach, FL 33483, who acknowledges by his signature hereunder, that he accepts same.

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

A. GENERAL PARTNER
SDW of South Florida, Inc.

801-17228

PLACE OF BUSINESS
5101-A Lake Catalina Dr.
Boca Raton, FL 33496

B. The Limited Partner: The name and business address of the Limited Partner is as follows:

LIMITED PARTNER
Steven D. Wolff

PLACE OF BUSINESS
c/o Floyd Wolff
5101-A Lake Catalina Dr.
Boca Raton, FL 33496

FILED
01 MAR -8 PM 4:25
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

6. **Mailing Address:** The mailing address of the Limited Partnership is: 5101-A Lake Catalina Dr., Boca Raton, FL 33496

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 January 1, 2050, unless sooner dissolved by law or by agreement of parties of the parties hereto or unless extended by a majority agreement of the Partners.

8. **Additional Contribution:** 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 the same proportion as the Partner's then capital interest accounts, 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 General Partner, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. **Additional Limited Partners:** The General Partner may admit additional limited partners.

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

14. **Continuance of business:** In the event of the death, incompetency, bankruptcy, or retirement of the General Partner, the business of the Partnership shall be continued by the remaining General Partner, and if there are none, and if the Limited partners do not admit a new General Partner or Partners to the Partnership within ninety days, the business will not continue and the Partnership will terminate provided in the Partnership Agreement.

15. **Property Other than Cash:** No Limited Partner shall have the right to demand and receive Property other than cash in return for his or her contribution, but in the discretion of the General Partner there may be distributions in kind.

16. **Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed:**


RECEIVED
DEPARTMENT OF STATE
JAN 11 2011
PM 4:20

“AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS”

1. The amount of the capital contributions to date of the Limited Partnership of The SDW Family Limited Partnership is \$1000.00
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1000.00.

By: Floyd Wolff
Floyd Wolff, President

The foregoing instrument was acknowledged before me this 21 day of February, 2001 by, Floyd Wolff, President of SDW of South Florida Inc., General Partner, who is personally known to me, or, has produced the following form of identification:


 Howard L. Schwartz
 Notary Public, State of Florida
 Commission No. CC 648633
 My Commission Exp. 07/13/2001
 1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

91 MAR -3 PM 4: 26

FILE

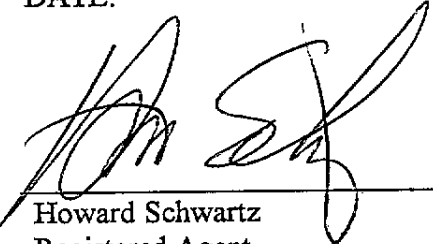
The General Partner and Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B", Affidavit of the Amount of the Capital Contributions of the General and Limited Partners, and Any Amount Anticipated to be Contributed by the General Partner and Limited Partners" attached hereto, with an agreed value of \$1000.00

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 21st day of February 2001.

GENERAL PARTNER:
SDW of South Florida Inc., General Partner


BY: Floyd Wolff, President

DATE:


Howard Schwartz
Registered Agent

FILED

01 MAR -8 PM 4:26

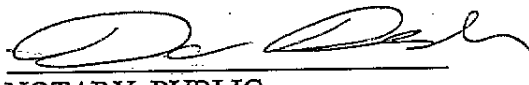
SECRETARY OF STATE
TAMPA, FLORIDA

STATE OF
COUNTY OF

NY
NY

The foregoing instrument was acknowledged before me this 13 day of February, 2001 by, Steven D. Wolff, individually, who is personally known to me, or, has produced the following form of identification:

DONNA DESBERG
Notary Public, State of New York
No. 31-4793024
Qualified in New York County
Commission Expires June 30, 2001


NOTARY PUBLIC
My Commission Expires:

Wolff.S.SDWFflpcert.frm

FILED
01 MAR -8 PM 4:26
SECRETARY OF STATE
ALBANY, NY