

A01000000376

MYNARD ABRAMS
1916-1992

PAUL B. ANTON
1917-1992

FITCHELL D. ADL
LAURENCE I. BLAIR
MILTON S. BLAUT
ALAN B. COHN
MAURICE M. GARCIA
GENE K. GLASSER
WILLIAM S. KRAMER
M. KEITH LIPSCOMB
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN
OF COUNSEL
STANLEY D. GOTTSCHEN

LAW OFFICES
ABRAMS ANTON P.A.
201 LYLE STREET
HOLLYWOOD, FLORIDA 33022-9010
CORRESPONDENCE TO:
P.O. Box 229010, HOLLYWOOD, FLORIDA 33022-9010
TELEPHONE: (954) 921-5500
FACSIMILE: (954) 925-7013
BOCA RATON & DELRAY: (561) 994-2212
NORTH BROWARD: (954) 428-9800
MIAMI: (305) 940-8440
WWW.ABRAMSANTON.COM

BOCA RATON OFFICE
ONE BOCA PLACE - SUITE 410
2255 GARDEN ROAD
BOCA RATON, FLORIDA 33487-7383
FACSIMILE: (561) 997-8494
PALM BEACHES: (561) 833-4710
(DIRECT TO BOCA RATON OFFICE ONLY)

REPLY TO: HOLLYWOOD

FILE NO.: FCFL-0001

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

± Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

March 6, 2001

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

800003831638--8
-03/12/01--01137--015
***1837.50 ***1837.50

Re: *Five C's Family Ltd.*

Dear Sir/Madam:

Enclosed are the original and one copy of the Certificate of Limited Partnership for *Five C's Family Ltd.*, together with a check in the amount of \$1,837.50. Please file the Certificate of Limited Partnership and return a certified copy to me as soon as the filing has been accomplished.

Very truly yours,

Alan B. Cohn

ABC:jah
Enclosures

W 3/15
FILED
01 MAR 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FIVE C'S FAMILY LTD.,

a Florida Limited Partnership

FILED
01 MAR 12 AM 10:44
SECRETARY OF STATE
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 FIVE C'S FAMILY LTD.
2. The address of the office of the partnership is 10303 S.W. 26th Street, Davie, FL 33324
3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are LEONARD COHEN and BRANDY COHEN; 10303 S.W. 26th Street, Davie, FL 33324
5. The latest date upon which the partnership shall dissolve is December 31, 2051.
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 (1) Limited Partner over another with respect to the contributions or compensation by way of income.

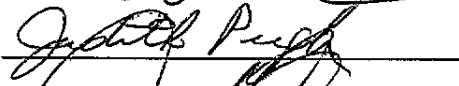
9. A Limited Partner may not demand property other than cash in return for its contributions.


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.

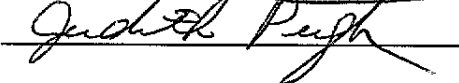
IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of FIVE C'S FAMILY LTD. this 6 day of March, 2001.

Witnesses:









GENERAL PARTNER(S):



LEONARD COHEN



BRANDY COHEN

FILED
01 MAR 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent for FIVE C'S 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

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

REGISTERED AGENT:


ALAN B. COHN

FILED
01 MAR 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

FILED
01 MAR 12 AM 10:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BEFORE ME, the undersigned, personally appeared LEONARD COHEN and BRANDY COHEN, the General Partner(s) of FIVE C'S 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:

\$3,500,000.00

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

-0-

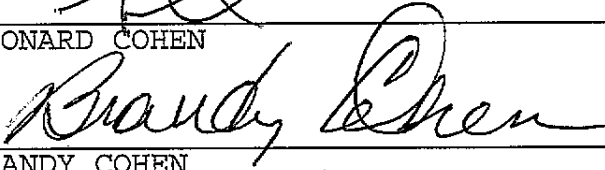
FURTHER, AFFIANT SAYETH NAUGHT.

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):



LEONARD COHEN

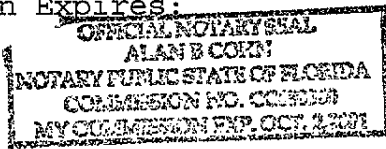


BRANDY COHEN

The foregoing Affidavit was subscribed and acknowledged before me by LEONARD COHEN, who is personally known to me or who has produced N/A as identification, on this 6 day of March, 2001.

Notary Public, State of Florida

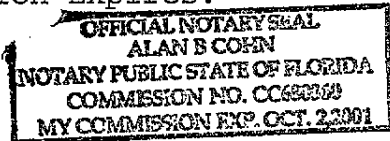
My Commission Expires:



The foregoing Affidavit was subscribed and acknowledged before me by BRANDY COHEN, who is personally known to me or who has produced N/A as identification, on this 6 day of March, 2001.

Notary Public, State of Florida

My Commission Expires:



W:\Estate Planning\C\cohen, leonard - five c's certificate of limited partnership.wpd

FILED
01 MAR 12 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA