

Jun-12-2001 12:31

From-COBB & EBIN P.A.

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

**Account Name : COBB & EBIN P.A.
Account Number : 110670000060
Phone : (305)377-0223
Fax Number : (305)377-0224**

FLORIDA LIMITED PARTNERSHIP

Shavuot Realty Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$1,846.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHAVUOT REALTY LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Limited Partnership is SHAVUOT REALTY LTD..
2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue
Suite 301
Miami, FL 33130

-
- (b) The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 S.W. First Avenue
Suite 301
Miami, Florida 33130

-
-
3. The name and the business address of the sole general partner is:

Name:

F01-3120
DALFEN INTERAMERICAN ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in Florida

This Instrument Prepared by:

Thomas C. Cobb, Esq.
Florida Bar No. 113517
Cobb & Ebin P.A.
1399 SW First Avenue
Suite 301
Miami, FL 33130
(305) 377-0223

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Address:

Attention: Murray Dalfen, President
4444 Ste-Catherine ouest, Suite 100
Westmount, Quebec H3Z 1R2

4. The mailing address for the Partnership is:

c/o Dalfen InterAmerican Enterprises Inc.
Attention: Murray Dalfen, President
4444 Ste-Catherine ouest, Suite 100
Westmount, Quebec H3Z 1R2

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until December 31, 2021 unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 8 day of June, 2001.

General Partner:

Witnesses:

Fred Talle
Print Name: FRED TALLE

DALFEN INTERAMERICAN ENTERPRISES
INC., a corporation organized under the laws of
Canada and authorized to transact business in the
State of Florida

Danilo Carlisi
Print Name: Danilo Carlisi

By: Murray Dalfen
Murray Dalfen, President

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COMMONWEALTH OF CANADA)
) : SS
 PROVINCE OF QUEBEC)

The foregoing Certificate of Limited Partnership for SHAVUOT REALTY LTD., was acknowledged before me this 8 day of June, 2001, by Murray Dalfen, who is personally known to me, or has produced as identification, as President of DALFEN INTERAMERICAN ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in Florida, on behalf of the corporation as general partner of SHAVUOT REALTY LTD.



Suzanne Larose - Gregory
 Print Name: _____
 Commissioner of Oaths

(SEAL)
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 TALLAHASSEE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas C. Cobb
 Print Name: Thomas C. Cobb

Dated: June 13 2001

AFFIDAVIT

COMMONWEALTH OF CANADA)
):SS
PROVINCE OF QUEBEC)

BEFORE ME, a Commissioner of Oaths, personally appeared MURRAY DALFEN, as President of DALFEN INTERAMERICAN ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in the State of Florida, the general partner of SHAVUOT REALTY LTD.(the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

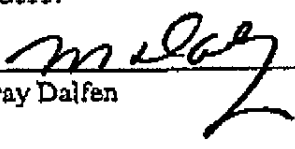
1. Affiant is the duly appointed authorized President of DALFEN INTERAMERICAN ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact business in the State of Florida (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name SHAVUOT REALTY LTD.

3. The capital contribution and anticipated capital of the initial limited partners is \$3600,000.

4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.


Murray Dalfen

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TALLAHASSEE, FLORIDA

The foregoing Affidavit for SHAVUOT REALTY LTD., was acknowledged before me, this
8 day of June, 2001, by Murray Dalfen, who is personally known to me or has produced
~~as identification~~ as President of DALFEN INTERAMERICAN
ENTERPRISES INC., a corporation organized under the laws of Canada and authorized to transact
business in Florida, on behalf of the corporation as general partner of SHAVUOT REALTY LTD.



Name: Suzanne Larose - Gregory

Commissioner of Oaths

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