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JOEL REINSTEIN

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August 9, 2001

AIRBORNE

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\*\*\*1785.00 \*\*\*1785.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: The Portnoy Family Limited Partnership

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm  
Enclosures  
cc: Mr. Simon Portnoy  
Carlo J. LoRicco, C.P.A.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
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CERTIFICATE OF LIMITED PARTNERSHIP  
THE PORTNOY FAMILY LIMITED PARTNERSHIP  
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is THE PORTNOY FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is c/o Simon Portnoy, 2 Dominica Drive, Englewood, FL 34223.

3. The name and address of the agent for service of process of the Partnership is Simon Portnoy, 2 Dominica Drive, Englewood, FL 34223.

4. The name and business address of the General Partner is *PO/- 73972*  
PORTNOY FAMILY CORP., c/o Joel Reinstein, Esq., 5355 Town Center Road, Suite 801, Boca Raton, FL 33486.

5. The mailing address of the Partnership is c/o Simon Portnoy, 2 Dominica Drive, Englewood, FL 34223.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2048, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partners 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 Partners of The Portnoy Family Limited Partnership this 7 day of August, 2001.

THE PORTNOY FAMILY LIMITED  
PARTNERSHIP

PORTNOY FAMILY CORP.,  
General Partner

By: *[Signature]*  
Simon Portnoy, President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA :

COUNTY OF SARASOTA : SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SIMON PORTNOY, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7<sup>th</sup> day of August, 2001.

My commission expires:

Name: \_\_\_\_\_  
Notary Public



Graydon M. Mann  
MY COMMISSION # CC994357 EXPIR  
February 17, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF SARASOTA            )

BEFORE ME, the undersigned, constituting the general partners of THE PORTNOY FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

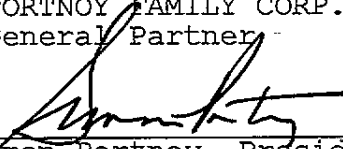
The amount contributed and anticipated to be contributed by the limited partners at this time totals Five Million Five Hundred Ninety One Thousand-----Dollars (\$5,591,000).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

THE PORTNOY FAMILY LIMITED  
PARTNERSHIP

BY: PORTNOY FAMILY CORP.  
General Partner

By:   
Simon Portnoy, President

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
COUNTY OF SARASOTA: SS:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared SIMON PORTNOY, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of August, 2001.

My commission expires: \_\_\_\_\_

Name: Graydon M. Mann  
Notary Public



Graydon M. Mann  
MY COMMISSION # CC994357 EXPIRES  
February 17, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Portnoy Family Limited Partnership, 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 the registered agent.

By: \_\_\_\_\_

Simon Portnoy

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