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FLORIDA BAR BOARD CERTIFIED
WILLS, TRUSTS & ESTATES

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October 29, 2001

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

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-10/31/01--01017--003
***1785.00 ***1785.00

Re: Parlon Holdings, Ltd.

Gentlemen:

A01-1472

Enclosed please find the following:

- (a) Certificate of Limited Partnership for the above-referenced Partnership
- (b) Affidavit of Capital Contributions
- (c) Check in the amount of \$1,785.00.

Please send acknowledgement to Brian C. Perlin, Esq., 201 Alhambra Circle, #503, Coral Gables, FL 33134.

If you should have any questions regarding the enclosed, please do not hesitate to call our office at (305) 443-3104.

Thank you for your cooperation on this matter.

Very truly yours,

Brian C. Perlin
Brian C. Perlin

BCP/lp

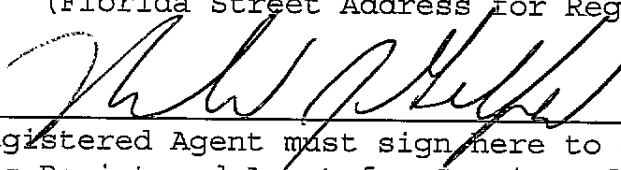
Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PARLON HOLDINGS, LTD.

1. PARLON HOLDINGS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 350 S. Ocean Blvd., #1A, Boca Raton, FL 33432
(The Business Address of Limited Partnership)
3. Michael J. Gelfand
(Name of Registered Agent for Service of Process)
4. c/o Gelfand & Arpe, 250 South Australian Avenue
Suite 1010, West Palm Beach, FL 33401-5014
(Florida Street Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 350 S. Ocean Blvd., #1A, Boca Raton, FL 33432
(The Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2021.

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

Shirley Gelfand

350 S. Ocean Blvd., #1A
Boca Raton, FL 33432

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Signed this 16th day of October, 2001.

Signature of all general partners:

Shirley Helf
General Partner

General Partner

General Partner

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of PARLON HOLDINGS, LTD., a Florida Limited Partnership, certify as follows:

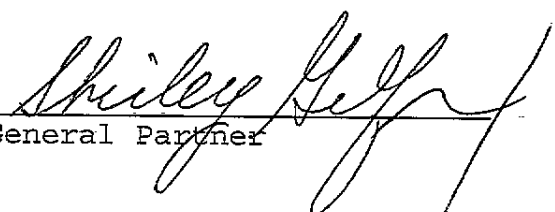
The amount of capital contributions to date of the limited partners is \$1,500,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,500,000.00.

This 16th day of October, 2001.

FURTHER AFFIANT SAYETH NOT.

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


General Partner

General Partner

General Partner

General Partner

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