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January 22, 2002

VIA FEDERAL EXPRESS

Florida Department of State
Corporate Records
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

FILED
02 JAN 23 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Certificate of Limited Partnership of The Y&A Family Limited Partnership

Ladies and Gentlemen:

Enclosed please find the original and one copy of the executed Certificate of Limited Partnership of The Y&A Family Limited Partnership. Also enclosed is our check in the amount of \$140.00 representing the filing fee of \$52.50, registered agent fee of \$35.00, and \$52.50 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Very truly yours,


Larry F. Witte

LFW/pr
Enclosures
cc: Mr. and Mrs. Yale Goldberg

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OK

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE Y&A FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership

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TALLAHASSEE, FLORIDA

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Partnership Act, as set forth in Part I, Chapter 620 of the Florida Statutes, adopts the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE Y&A FAMILY LIMITED PARTNERSHIP (the "Partnership").

2. Business. The general character of the Partnership business shall be to own, acquire, sell and lease investment real estate and other investment property of any type, kind or description, and to conduct a general business as thereto related.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 2500 N.E. 32nd Court, Lighthouse Point, Broward County, Florida, 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: LARRY F. WITTE, ESQUIRE, at 201 S.E. 24th Avenue, Pompano Beach, Florida 33062, who acknowledges by his signature hereunder that he accepts same.

5. The General Partners. The names and business addresses of the General Partners are as follows: Yale L. Goldberg and Carol Ann Goldberg, both at 2500 N.E. 32nd Court, Lighthouse Point, Beach, Florida 33064.

6. Mailing Address. The mailing address of the Limited Partnership is 2500 N.E. 32nd Court, Lighthouse Point, Florida 33064.

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 October 31, 2031, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contributions. 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 Partners' 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 partners, 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. Conveyance or Encumbrance of Real Property. A conveyance or encumbrance of real property held in the partnership name, and any instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by the General Partners.

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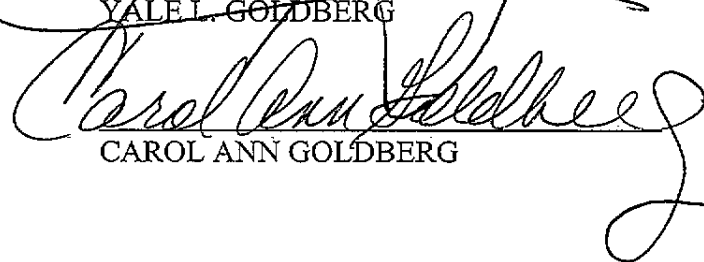
15. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his or her contributions.

16. Affidavit of the Amount of Capital Contributions. The Limited Partners in the Limited Partnership will make capital contributions as set forth in Schedule "A", "Affidavit of the Amount of the Capital Contributions of the Limited Partners and Any amount Anticipated to be Contributed by the Limited Partners", attached hereto.

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.

This Certificate of Limited Partnership has been executed by the General Partners of The Y&A Family Limited Partnership this 21 day of JANUARY, 2002.

GENERAL PARTNERS:


YALE L. GOLDBERG

CAROL ANN GOLDBERG

REGISTERED AGENT:


LARRY F. WITTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "A"

THE Y&A FAMILY LIMITED PARTNERSHIP

AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERS
AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED
BY THE LIMITED PARTNERS

Before me, the undersigned authority, personally appeared YALE L. GOLDBERG and CAROL ANN GOLDBERG, the General Partners of The Y&A Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, do certify as follows:

1. The amount of the capital contributions to date of the Limited Partners of The Y&A Family Limited Partnership is: NONE
2. The amount of capital contributions anticipated to be made by the Limited Partners at this time totals \$990.00.

FURTHER AFFIANTS SAYETH NAUGHT.

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

Dated this 21 day of JANUARY, 2002.

GENERAL PARTNERS:


YALE L. GOLDBERG



CAROL ANN GOLDBERG

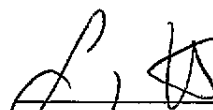
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21 day of JANUARY, 2002, by YALE L. GOLDBERG and CAROL ANN GOLDBERG, who are personally known to me.

 Larry F. Witte
Commission # CC 737245
Expires June 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


Notary Public