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JOEL REINSTEIN

OFFICES  
OF  
JOEL REINSTEIN  
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February 22, 2002

AIRBORNE

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

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-02/25/02--01040--002  
\*\*\*1785.00 \*\*\*1785.00

Re: The Jacques Cohen 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.

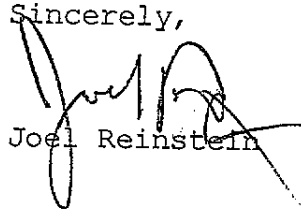
We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

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. Jacques Cohen  
Gerald R. Lewin, C.P.A.  
Marc H. List, J.D., C.P.A.

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02 FEB 25 PM 11:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A02-279  
JR

CERTIFICATE OF LIMITED PARTNERSHIP  
THE JACQUES COHEN 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 JACQUES COHEN FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is c/o Jacques Cohen, 1441 W. Newport Center Drive, Deerfield Beach, FL 33442.

3. The name and address of the agent for service of process of the Partnership is Jacques Cohen, 1441 W. Newport Center Drive, Deerfield Beach, FL 33442.

4. The name and business address of the General Partner is JACQUES COHEN FAMILY CORP., c/o Jacques Cohen, 1441 W. Newport Center Drive, Deerfield Beach, FL 33442. *102-7397*

5. The mailing address of the Partnership is c/o Jacques Cohen, 1441 W. Newport Center Drive, Deerfield Beach, FL 33442.

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 Jacques Cohen Family Limited Partnership this 21<sup>st</sup> day of February, 2002.

THE JACQUES COHEN FAMILY LIMITED PARTNERSHIP

JACQUES COHEN FAMILY CORP.,  
General Partner

By: *Jacques Cohen*  
Jacques Cohen, President

02 FEB 25 PM 1:20  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
COUNTY OF Palm Beach : 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 JACQUES COHEN, 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 21<sup>st</sup> day of February 2002.

My commission expires:

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



Joel Reinstein  
MY COMMISSION # DD045355 EXPIRES  
September 22, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

JacquesCohenFLP.CER

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02 FEB 25 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
COUNTY OF Palm Beach ) SS:

BEFORE ME, the undersigned, constituting the general partner of THE JACQUES COHEN FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partner at this time totals Two Million Dollars (\$2,000,000.00).

FURTHER AFFIANT SAYETH NOT.

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.

THE JACQUES COHEN FAMILY LIMITED PARTNERSHIP

BY: JACQUES COHEN FAMILY CORP.  
General Partner

By: Jacques Cohen  
Jacques Cohen, President

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02 FEB 25 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA :  
COUNTY OF Palm Beach : 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 JACQUES COHEN, 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 21 day of February, 2002.

My commission expires:

Name: [Signature]  
Notary Public

JacquesCohenFLP.CER



Joel Reinstein  
MY COMMISSION # DD045355 EXPIRES  
September 22, 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 Jacques Cohen 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: Jacques Cohen  
Jacques Cohen

JacquesCohenFLP.CER

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TALLAHASSEE, FLORIDA