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SNYDER & SNYDER, P.A.
ATTORNEYS AT LAW

WILLIAM A. SNYDER, J.D., L.L.M.
Florida Bar Board Certified
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April 5, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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-04/09/02--01030--014
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RE: Leonard Adler Family Limited Partnership

Dear Sir/Madam:

You will find enclosed the following:

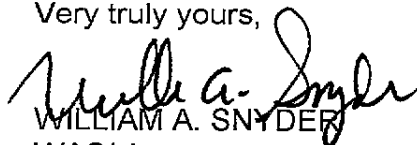
1. Certificate of Limited Partnership of **Leonard Adler Family Limited Partnership** with Registered Agent Designation;
2. Affidavit signed by the General Partner;
3. Check in the amount of \$1,846.25 representing:

(A) Filing fee	\$1,750.00
(B) Designation of Registered Agent	35.00
(C) Certified copy	52.50
(D) Additional Certificate	8.75
	<u>\$1,846.25</u>

Should you have any questions or need any additional information, please feel free to contact the undersigned at (954) 475-1139. The acknowledgment and certified copies should be forwarded to my office.

Thank you for your attention to this matter.

Very truly yours,


WILLIAM A. SNYDER

WAS/cks

Encl.

CC: Adler Holdings, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LEONARD ADLER FAMILY LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of **LEONARD ADLER FAMILY LIMITED PARTNERSHIP**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **LEONARD ADLER FAMILY LIMITED PARTNERSHIP**.

2. The business address and the mailing address of the limited partnership is 6151 Miramar Parkway, Suite 327, Miramar, Florida 33023-3998.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

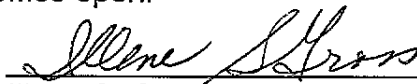
Illene S. Gross.

4. The Florida street address for the registered agent is:

6151 Miramar Parkway, Suite 327
Miramar, Florida 33023-3998

5. **Acceptance of Appointment of Registered Agent:**

Having been named the statutory registered agent of **LEONARD ADLER FAMILY LIMITED PARTNERSHIP** at the place designated in this Certificate of Limited Partnership of **LEONARD ADLER FAMILY LIMITED PARTNERSHIP**. I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



Illene S. Gross, Registered Agent

Dated: APRIL 3, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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6. The name and business address of the general partner is as follows:

LEONARD ADLER HOLDINGS, INC., a Florida Corporation
6151 Miramar Parkway, Suite 327
Miramar, Florida 33023-3998

P02-31328

7. The latest date on which the limited partnership is to dissolve is December 31, 2050.

8. The effective date of the commencement of the Limited Partnership is April 17, 2002.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 3rd day of APRIL, 2002 in accordance with Section 620.114 of the Florida Statutes.

LEONARD ADLER HOLDINGS, INC.
Florida corporation, General Partner

By:

Illene S. Gross
Illene S. Gross, President

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DIVISION OF CORPORATIONS
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STATE OF FLORIDA

COUNTY OF BROWARD

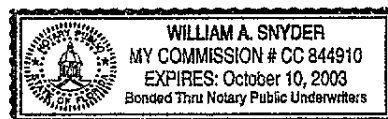
The foregoing instrument was acknowledged before me this 3rd day of April, 2002 by Illene S. Gross in her capacity as President of LEONARD ADLER HOLDINGS, INC. The aforesaid Illene S. Gross personally appeared before me, is personally known to me, and did take an oath.

William A. Snyder
Notary Public, State of Florida
at Large.

William A. Snyder
Print, Type, or Stamp Name

My Commission Expires:

[NOTARIAL SEAL]



AFFIDAVIT

BEFORE ME, the undersigned, constituting the sole general partner of **LEONARD ADLER FAMILY LIMITED PARTNERSHIP** a Florida limited partnership, certifies as follows:

1. The initial Limited Partners of the **LEONARD ADLER FAMILY LIMITED PARTNERSHIP** have contributed to date property valued at \$0 to the partnership as their initial capital contribution.

2. The initial Limited Partners of the **LEONARD ADLER FAMILY LIMITED PARTNERSHIP** anticipate making additional capital contributions. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,250,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

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

LEONARD ADLER HOLDINGS, INC.
Florida corporation, General Partner

By: Illene S. Gross
Illene S. Gross, President

FILED STATE
DIVISION OF CORPORATIONS
APR - 3 PM 1:51

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 3RD day of April, 2002 by Illene S. Gross in her capacity as President of LEONARD ADLER HOLDINGS, INC. The aforesaid Illene S. Gross personally appeared before me, is personally known to me and did take an oath.

William A. Snyder
Notary Public, State of Florida,
at Large.

William A. Snyder
Print, Type, or Stamp Name

[NOTARIAL SEAL]

My Commission Expires:

