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Maynard Abrams
1916-1992

Paul B. ...
1927-1981

Mitchell D. Adler
Laurence I. Blair §
Milton S. Blaut §
Nicole M. Churchya
Alan B. Cohn □
Maurice M. Garcia
Gene K. Glasser ☆□
William S. Kramer ○
Leonard Robbins

Kenneth A. Rubin
Reuben M. Schneider ☆§
Peter R. Siegel
Marc Jay Tannen
Jack F. Weins
David Weisman ○

Of Counsel
Stanley D. Gottsegen ¶

Correspondence To:
P.O. Box 229010, Hollywood, Florida 33022-9010
Telephone: (954) 921-5500
Facsimile: (954) 925-7013
Boca Raton & Delray: (561) 994-2212
North Broward: (954) 428-9800
Miami: (305) 940-8440

www.abramsannton.com

Boca Raton Office
One Boca Place - Suite 411E
2255 Glades Road
Boca Raton, Florida 33431-7383
Facsimile: (561) 997-8494
Palm Beaches: (561) 833-4710
(Direct To Boca Raton Office Only)

Reply To: Hollywood

☆ Board Certified Tax Lawyer
□ Board Certified Estate Planning
and Probate Lawyer
○ Board Certified Real Estate Lawyer

‡ Member of D.C. Bar
§ Member of N.Y. Bar
¶ Member of Ohio Bar

May 5, 2002

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-05/07/02--01078--005
***1785.00 ***1785.00

File No.: FELW-0003

VIA FEDERAL EXPRESS #7904 0708 1761

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Limited Partnership Filing/Feldman Family Enterprises, Ltd.

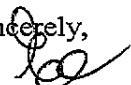
Dear Sir/Madam:

Please find enclosed a Certificate of Limited Partnership for Feldman Family Enterprises, Ltd. along with our check in the amount of \$1875.00 for the filing and registered agent fees. Please file this limited partnership.

Please advise if there are any problems or questions regarding this request.

Thank you for your assistance in this matter.

Sincerely,


GENE K. GLASSER
GKG/lps
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY - 7 AM 11:55

FILED

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al

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FELDMAN FAMILY ENTERPRISES, LTD.,

a Florida Limited Partnership

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -7 AM 11:55

FILED

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is FELDMAN FAMILY ENTERPRISES, LTD.

2. The principal address and the mailing address of the office of the partnership is 7896 Dundee Lane, Delray Beach, Florida 33446.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.

4. The names and business address of the General Partner(s) and the mailing address of the partnership are Lawrence Edward Feldman, Nancy Rozen and Ronna Feldman; 7896 Dundee Lane, Delray Beach, Florida 33446.

5. The latest date upon which the partnership shall dissolve is December 31, 2052.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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 Partner(s) of Family Enterprises Ltd. this 20 day of March, 2002

Witnesses:

GENERAL PARTNER(S):

① Ellen Feldman

② _____

① Bonna Feldman

② Jan Rozen

① Karen A. McCue

② Laura Cantid
LAURA CANTID

Lawrence Edward Feldman
LAWRENCE EDWARD FELDMAN

Nancy Rozen
NANCY ROZEN

Bonna Feldman
RONNA FELDMAN

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAY -7 AM 11:55

FILED

Having been named as registered agent for Feldman Family Enterprises Ltd., 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 registered agent.

REGISTERED AGENT:



GENE K. GLASSER

11/30/01
ABC:jbr
GKG:crw 1/22/02 (dates)

02 MAY - 7 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, personally appeared LAWRENCE EDWARD FELDMAN, NANCY ROZEN and RONNA FELDMAN, the General Partner(s) of FELDMAN FAMILY ENTERPRISES LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

ONE MILLION ONE HUNDRED TWENTY-FIVE THOUSAND (\$1,125,000.00) DOLLARS.

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER(s):



LAWRENCE EDWARD FELDMAN



NANCY ROZEN



RONNA FELDMAN

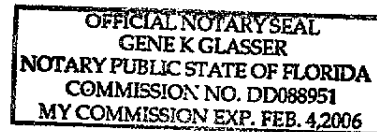
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The foregoing Affidavit was subscribed and acknowledged before me by LAWRENCE EDWARD FELDMAN, who is personally known to me or who has produced Lawrence Edward Feldman as identification, NANCY ROZEN, who is personally known to me or who has produced Nancy Rozen as identification, and RONNA FELDMAN, who is personally known to me or who has produced Ronna Feldman as identification, on this 30 day of March, 2002.

Gene K. Glasser
Notary Public, State of Florida

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY - 7 AM 11:55

FILED