

**A02000000708**

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2002 MAY 10 AM 8:48  
DIVISION OF CORPORATIONS  
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May 7, 2002

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Florida Dept. Of State  
Division of Corporations  
Corporate and Partnership Filings  
PO Box 6327  
Tallahassee, FL 32314

Re: **FREUND FAMILY PARTNERSHIP, LTD.**  
**Our File No. 6674.006**

600005502646--6  
-05/10/02--01044--011  
\*\*\*1837.50 \*\*\*1837.50

Gentlemen:

Enclosed for filing please find the following items:

- a. Certificate of Limited Partnership for the referenced Florida limited partnership;
- b. Registered Agent Acceptance;
- c. Affidavit regarding capital contributions;
- d. A check payable to Florida Department of State for \$1,837.50, for payment of \$1,750 filing fees, \$52.50 certified copy fee, and \$35 Registered Agent Designation fee.

Please process the Certificate and related documentation and forward the certified copy of the Certificate to my office using the enclosed return envelope. If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,

  
Charles D. Rubin

CDR/wp  
Enc.

cc: Bruce Freund (w/ enc.)  
Donald Tescher (w/ enc.)

J. BRYAN MAY 20 2002

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**FREUND FAMILY PARTNERSHIP, LTD.**

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Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1  
NAME**

The name of the limited partnership is FREUND FAMILY PARTNERSHIP, LTD.

**SECTION 2  
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3  
OFFICE ADDRESS**

The address of the office of the limited partnership is 695 Buttonwood Lane, Bay Point, FL 33137.

**SECTION 4  
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5  
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

#LD1000020865

FREUND HOLDINGS LLC  
695 Buttonwood Lane, Bay Point, FL 33137.

**SECTION 6  
MAILING ADDRESS**

The mailing address for the limited partnership is c/o Bruce Freund, 695 Buttonwood Lane, Bay Point, FL 33137.

**SECTION 7  
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2051.

Executed this 23 day of April, 2002.

FREUND HOLDINGS LLC, a Florida limited liability company, as sole General Partner

By:   
BRUCE FREUND, Member

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TALLAHASSEE, FLORIDA

### REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for FREUND FAMILY PARTNERSHIP, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: April 24, 2002

M & W AGENTS, INC., a Florida corporation

By: Charles M. Rubin  
CHARLES RUBIN, Authorized Officer

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TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA


COUNTY OF MIAMI-DADE

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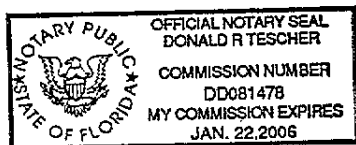
Before me, a notary public for the above-described state, came BRUCE FREUND, as sole member of FREUND HOLDINGS LLC, a Florida limited liability company and general partner of FREUND FAMILY PARTNERSHIP, LTD., and on behalf of FREUND HOLDINGS LLC and being duly sworn, states that:


1. As of the date hereof, the contributions of limited partners of FREUND FAMILY PARTNERSHIP, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of FREUND FAMILY PARTNERSHIP, LTD. to the capital of that limited partnership are \$10,000,000.

FREUND HOLDINGS LLC, a Florida limited liability company, as sole General Partner

By:   
BRUCE FREUND, Sole Member

Sworn to and subscribed before me, this 23 day of April, 2002, by BRUCE FREUND who is personally known to me or produced \_\_\_\_\_ as identification.



  
Notary Public  
State of Florida at large

My commission expires: