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WEINER & ARONSON, P.A.

ATTORNEYS AT LAW
The Clark House
102 North Swinton Avenue
Delray Beach, Florida 33444

Telephone: (561) 265-2666
Telecopier: (561) 272-6831
E-mail: delraylaw@bellsouth.net

**MICHAEL S. WEINER
CAROLE J. ARONSON
JASON S. MANKOFF**

OF COUNSEL:
ROBERT MARC SCHWARTZ, P.A.
Florida Bar Board Certified
Real Estate Lawyer

May 15, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-05/17/02--01073--003
*****87.50 *****87.50

**Re: Filing of El Rancho Verde #3, Ltd. as a Florida Limited Partnership
Our File No.: LICB002**


Dear Sir/Madam:

Enclosed please a Certificate of Limited Partnership And Affidavit Of Capital Contributions of El Rancho Verde #3, Ltd.

Also enclosed please find our check in the amount of Eighty-Seven and 50/100 (\$87.50) Dollars which includes the application fee and designation of registered agent fee.

If you should have any questions, please contact me at the number above.

Very truly yours,


Jason S. Mankoff
JSM:vf
Enclosures

cc: Sheldon Silverberg, Esquire (via telecopier and regular mail)
Michael S. Weiner, Esquire

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FILED
2002 MAY 17 PM 2:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 23 2002

**CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF
EL RANCHO VERDE #3, LTD.**

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together and sign and swear to this Certificate of Limited Partnership under penalties of perjury for the purpose of forming a limited partnership under the laws of the State of Florida.

1. **Name of the Partnership.** The name of the Partnership shall be El Rancho Verde #3, Ltd.

2. **Character of Business.** The character of the business to be conducted by the Partnership is to acquire and hold real property for investment and to improve, sell and exchange or lease real property for the purpose of obtaining the gains therefrom.

3. **Mailing Address of Business and Agent for Service of Process.** The mailing address of the Partnership shall be Michael S. Weiner, Esq. and service of process shall be made on the Registered Agent at 102 North Swinton Avenue, Delray Beach, Florida 33444.

4. **Name and Place of Residence of Each Partner.**

(a) The name and business address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
Jennie Too, Inc., a New York corporation	c/o Scarsdale 1359 Broadway Room 520 New York, NY 10018

(b) The name and place of residence of the Limited Partners are as follows:

<u>Name</u>	<u>Address</u>
Burton Lichten	425 East 58 th Street New York, NY 10022

5. **Term.** The term for which the Partnership shall exist is fifty (50) years, unless sooner terminated under the Limited Partnership Agreement.

6. **Contributors of Partners** - The General Partner and Limited Partners are contributing cash to the Limited Partnerships as follows:

General Partner	\$ 10.00
Limited Partner	\$990.00

There is no anticipated future contributions.

7. **Return of Contributions** - The time when the contributions of the Limited Partners are to be returned is on termination of the Limited Partnership. However, the Limited Partnership Agreement allows the earlier return of capital contribution.
8. **Profits, etc** - The share of profits or the other compensation by way of income which the General Partner and Limited Partners shall receive by reason of their contributions are as follows:

<u>Name</u>	<u>Percentage</u>
Jennie Too, Inc.	1%
Burton Lichten	99%

9. **Assignee of Limited Partner** - A Limited Partner may substitute an assignee as contributor in his place. The legal representative may be substituted for a deceased Limited Partner at such time as the General Partner consents.
10. **Additional Limited Partners** - Additional Limited Partners shall be admitted only upon agreement of the General Partner and Limited Partners.
11. **No Right to Priority** - No right is given to any Limited Partner, to priority over other Limited Partners as to contribution or as to income.
12. **No Right of Limited Partner to Demand Property Other than Cash** - No right is given to the Limited Partner to demand and receive property other than cash in return for his contributions.

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13. **Registered Agent.** The Registered Agent for the Limited Partnership shall be Michael S. Weiner, and the Registered Office shall be Weiner & Aronson, P.A., 102 North Swinton Avenue, Delray Beach, Florida 33444.

Dated this 24 day of April, 2002.

GENERAL PARTNER:

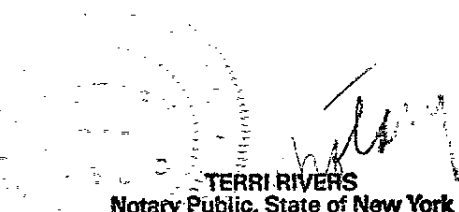
JENNIE TOO., INC.
A New York corporation

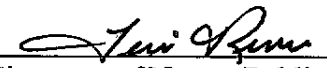
By 
Dorian Lichten, President

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TALLAHASSEE, FLORIDA

STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

Sworn to before me this 24th day of April, 2002, by Dorian Lichten, as President
of Jennie Too, Inc., a New York corporation.


TERRI RIVERS
Notary Public, State of New York
No 0121-4979579
Qualified in New York County
Commission Expires 6/30/2003


Signature of Notary Public
State of New York

Print, Type or Stamp Commissioned
Name of Notary Public

My Commission Expires:

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

The undersigned hereby accepts designation as Registered Agent for El Rancho
Verde #3, Ltd.


MICHAEL S. WEINER

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of El Rancho Verde #3, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$990.00.


The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990.00.

Signed this 24th day of April, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

JENNIE TOO, INC.

By: 
Dorian Lichten, Partner

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