

A020000001276

02 SEP 23 AM 7:08
DIVISION OF CORPORATION

Florida Department of State
Division of Corporations
Public Access System

(3)

Electronic Filing Cover Sheet

9/20 FLUP

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H02000201319 9)))

MJH

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : COHEN, CHASE, HOFFMAN & SCHIMMEL, P.A.
Account Number : 102450002676
Phone : (305) 670-0201
Fax Number : (305) 670-6152

FLORIDA LIMITED PARTNERSHIP

Lipton Capital, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$1,837.50

SEP 20 2002
ALLAHABAD FLORIDA

02 SEP 20 AM 8:52

FILED

H02000201319

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
LIPTON CAPITAL, LTD.
a Florida limited partnership**

The undersigned General Partner of Lipton Capital, Ltd. (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

1. The name of the Partnership is LIPTON CAPITAL, LTD.
2. The address of the office of the Partnership is 3225 Aviation Avenue, Suite 500, Miami, Florida 33133.
3. The name and address of the registered agent for service of process on the Partnership is Mitchell A. Yelen, Esquire, 3225 Aviation Avenue, Suite 500, Miami, Florida 33133.
4. The name and business address of the General Partner is FDI Management, LLC, 3225 Aviation Avenue, Suite 500, Miami, Florida 33133.
5. The mailing address of the Partnership is 3225 Aviation Avenue, Suite 500, Miami, Florida 33133.
6. The latest date upon which the Partnership shall dissolve is December 31, 2051.

The execution of this Certificate by the undersigned General Partner 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 of Lipton Capital, Ltd., this 20th day of September, 2002.

LIPTON CAPITAL, LTD.

By: FDI Management, LLC,
General Partner

By: *Felice Lipton*
Felice Lipton, Manager

SEEN BY CLERK
TALLAHASSEE FLORIDA

02 SEP 20 AM 8:52

FILED

H02000201319

H02000201319

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Lipton Capital, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

Mitchell A. Yelen
MITCHELL A. YELEN, Esquire

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Felice Lipton, Manager of FDI Management, LLC, the General Partner of Lipton Capital, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is \$247,500.
2. It is anticipated that the limited partners will make additional capital contributions of \$1,732,500 to the Partnership.

LIPTON CAPITAL, LTD.

By: FDI Management, LLC,
General Partner

By: Felice Lipton
Felice Lipton, Manager

PARTNERSHIP CERTIFICATE

H02000201319