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Paul B. Anton
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Reply To: Hollywood

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

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

January 23, 2003

1/24 FL LP

File No.: SPIM-0003

VIA FEDERAL EXPRESS #7912-8257-2860

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

RE: **M & K SPIRTIS FAMILY LTD.**

Dear Sir/Madam:

FF \$1785.00
LP

I am enclosing an original executed Certificate of Limited Partnership of M & K SPIRTIS FAMILY LTD., along with our check in the amount of \$1785.00 for the filing fee. I am also enclosing a copy of this letter for date-stamping, with a postage-paid return envelope.

Please file the partnership, date-stamp the copy of this letter and return the copy to me in the provided envelope.

Please advise if there are any questions or problems regarding this request. Thank you for your assistance in this matter.

Sincerely,



GENE K. GLASSER
GKG/lps
Enclosures
cc: Mark Spirtis

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Sincerely,



GENE K. GLASSER
GKG/lps
Enclosures
cc: Mark Spirtis

CERTIFICATE OF LIMITED PARTNERSHIP
OF
M & K SPIRTIS FAMILY LTD.,
a Florida Limited Partnership

FILED
03 JUL 26 PM 1:58
TALLAHASSEE, FLORIDA
CLERK OF THE CIRCUIT COURT

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 M & K SPIRTIS FAMILY LTD.
2. The principal address and the mailing address of the office of the partnership is 800 Harbour Isles Place, North Palm Beach, Florida 33410.
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 name and business address of the General Partner(s) and the mailing address of the partnership are MARK SPIRTIS, 800 Harbour Isles Place, North Palm Beach, Florida 33410.
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 M & K SPIRTIS FAMILY LTD. this 15 day of June, 2003.

Witnesses:

[Signature]
Dwight J. Calhoun

GENERAL PARTNER(S):

[Signature]
MARK SPIRTIS

Having been named as registered agent for M & K SPIRTIS FAMILY 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

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared MARK SPIRTIS, the General Partner(s) of M & K SPIRTIS FAMILY 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:

| | |
|-----------------|----------------|
| MARK SPIRTIS | \$5,718,125.00 |
| KATHRYN SPIRTIS | \$ 750,000.00 |


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):



MARK SPIRTIS

The foregoing Affidavit was subscribed and acknowledged before me by
MARK SPIRTIS, who is personally known to me or who has produced
_____ as identification, on this 15 day of
January, 2003.

My Commission Expires:

Julie Wysocki
Notary Public, State of Florida

