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03 FEB 11 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TC
\$1,000,000.00

MICHAEL D. TANNENBAUM

Attorney at Law

2161 PALM BEACH LAKES BLVD.
SUITE 304
WEST PALM BEACH, FLORIDA 33409

Telephone (561) 471-1406
Fax (561) 683-7551

February 7, 2003

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

RE: Filing of Certificate of Limited Partnership
CEDRIC ASSOCIATES, LTD.

FILED
03 FEB 11 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the **Certificate of Limited Partnership** of the CEDRIC Associates, Ltd. Also enclosed is a check in the sum of \$1,837.50 which represents the filing fee and the Certified Copy Fee.

Please file the enclosed Certificate of Limited Partnership and return the certified copy to me in the enclosed self-addressed, envelope.

If there is a problem, please do not hesitate to call.

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/cd

Encl.

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CEDRIC ASSOCIATES, LTD.
a Florida Limited Partnership**

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03 FEB 11 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is CEDRIC ASSOCIATES, LTD.
2. The address of the office of the Partnership is 1281 Breakers West Blvd., West Palm Beach, FL 33411.
3. The name and address of the agent for services of process on the Partnership is SHARAB MOHAMED, 1281 Breakers West Blvd., West Palm Beach, FL 33411.
4. The names and business addresses of the general partners are as follows:

SHARAB MOHAMED
1281 Breakers West Blvd.
West Palm Beach, FL 33411

NEGAR SIDDIQI MOHAMED
1281 Breakers West Blvd.
West Palm Beach, FL 33411

5. The mailing address of the Partnership is 1281 Breakers West Blvd., West Palm Beach, FL 33411.

6. The latest date upon which the Partnership shall dissolve is December 31, 2033.

The execution of this certificate by the undersigned general partners 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 all of the general partners of CEDRIC ASSOCIATES, LTD., this 7 day of February, 2003.

GENERAL PARTNERS

Sharab Mohamed
SHARAB MOHAMED

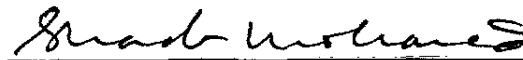
Negar Siddiqi Mohamed
NEGAR SIDDIQI MOHAMED

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03 FEB 11 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for CEDRIC ASSOCIATES, 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


SHARAB MOHAMED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared SHARAB MOHAMED, one of the general partners of CEDRIC ASSOCIATES, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

ONE MILLION DOLLARS (\$1,000,000.00)


2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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.

DATED: February 7, 2003


SHARAB MOHAMED,
General Partner

03 FEB 11 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared SHARAB MOHAMED, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7 day of February, 2003.



NOTARY PUBLIC

My Commission Expires



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared NEGAR SIDDIQI MOHAMED, one of the general partners of CEDRIC ASSOCIATES, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is as follows:

ONE MILLION DOLLARS (\$1,000,000.00)

2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

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.

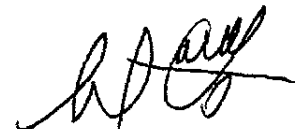
DATED: February 7, 2003

Negar Siddiqi Mohamed
NEGAR SIDDIQI MOHAMED,
General Partner

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CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

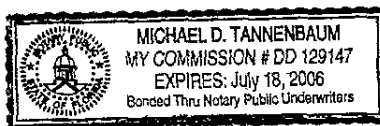
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared NEGAR SIDDIQI MOHAMED, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7, day of February, 2003.



NOTARY PUBLIC

My Commission Expires



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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