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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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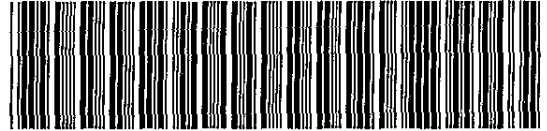
(Business Entity Name)

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 079644 7199111

AUTHORIZATION :

COST LIMIT : \$ 140.00

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ORDER DATE : May 2, 2003

ORDER TIME : 2:24 PM

ORDER NO. : 079644-015

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq
Seth E. Ellis, P.a.
Attorneys & Counselors At Law
Suite 290
2600 North Military Trail
Boca Raton, FL 33433

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DOMESTIC FILING

NAME: BERMAN ASSET MANAGEMENT, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BERMAN ASSET MANAGEMENT, LTD.,
a Limited Partnership**

To the Secretary of State
State of Florida

The undersigned, pursuant to Section 620.108, Florida Statutes, desiring to form a limited partnership under the law of the State of Florida hereby certify that:

1. The name of the limited partnership is. **BERMAN ASSET MANAGEMENT, LTD., a Limited Partnership.** The mailing address and the principal place of business address is: 330 NW 67th Street, Unit 104, Boca Raton, FL 33487.

2. The address of the registered office of is SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the name and address of the initial agent for service of process required to be maintained by Section 620.105, Florida Statutes is Seth E. Ellis, Esq.

3. The name of and the business address of each general partner are set forth below:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
BERMAN MANAGEMENT CORP., Florida corporation	330 NW 67th Street, Unit 104, Boca Raton, FL 33487

903000049403

4. The limited partnership shall be a term of years partnership with its dissolution to take place on December 31, 2075, unless sooner terminated in accordance with the limited partnership agreement of the Act.

5. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) HAROLD BERMAN, as President of BERMAN MANAGEMENT CORP., a Florida corporation, as the General Partner of BERMAN ASSET MANAGEMENT, LTD. or (b) an authorized corporate officer, of BERMAN MANAGEMENT CORP., a Florida corporation, as General Partner of BERMAN ASSET MANAGEMENT, LTD.

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.

Signed on April 30, 2003.

BERMAN MANAGEMENT CORP.
a Florida corporation

By: Harold Berman
HAROLD BERMAN, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
BERMAN ASSET MANAGEMENT, LTD.**

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**PURSUANT TO THE PROVISIONS OF SECTION: 620.108, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE
OF FLORIDA.**

1. The name of the Limited Partnership is: **BERMAN ASSET MANAGEMENT, LTD.**
2. The name and address of the registered agent and office is:

SETH E. ELLIS, ESQ.
SETH E. ELLIS, P.A.,
2600 North Military Trail, Suite 290
Boca Raton, Florida 33431

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Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


SETH E. ELLIS, ESQ., Registered Agent

April 30, 2003
Date

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared HAROLD BERMAN, as President of **BERMAN MANAGEMENT CORP.**, a Florida corporation, which is the General Partner of BERMAN ASSET MANAGEMENT, LTD, a Florida limited partnership, hereinafter referred to as the "Partnership", 330 NW 67th Street, Unit 104, Boca Raton, FL 33487, who upon being fully sworn, certified as follows:

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

HAROLD BERMAN
330 NW 67th Street, Unit 104
Boca Raton, FL 33487

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Total

\$ 990.00
\$ 990.

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

HAROLD BERMAN
330 NW 67th Street, Unit 104
Boca Raton, FL 33487

\$ 0

Total

\$ -0-

FURTHER AFFIANT SAITH 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:

BERMAN MANAGEMENT CORP.
a Florida corporation

By: Harold Berman
HAROLD BERMAN, President

Dated: April 30, 2003

The foregoing instrument was acknowledged before me this 30 day of April, 2003, by HAROLD BERMAN, as President of BERMAN ASSET MANAGEMENT, LTD, a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced Fl. Lic as identification.

SETH E. ELLIS
Notary Public, State of Florida
at Large

My Commission Expires:

SETH E. ELLIS
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00001462
EXPIRES 5/15/2004
BONDED THRU ASSOCIATED NOTARY
Type or Stamp Notary Name
Commission No. (if any)

S:\Work\clients\2002\Berman, Harold - 02-019\Berman Asset Management, Ltd\AFFIDAVI.wpd