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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 417852 126932A

AUTHORIZATION :

COST LIMIT : \$ PPD

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04 JUN 30 PM 6:40
TALLAHASSEE, FLORIDA

ORDER DATE : January 30, 2004

ORDER TIME : 2:02 PM

ORDER NO. : 417852-010

CUSTOMER NO: 126932A

CUSTOMER: Ms. Barbara L. Wolf
Barbara L. Wolf, P.a.

Suite 307
2425 E. Commercial Boulevard
Ft. Lauderdale, FL 33308

DOMESTIC FILING

NAME: MSJC LIMITED PARTNERSHIP

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: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
MSJC LIMITED PARTNERSHIP**

A Florida Limited Partnership

FILED
04 JUN 30 PM 6:40
TALLAHASSEE, FLORIDA

The parties hereto do hereby certify that an Agreement was made effective the 30th day of January, 2004, at Boca Raton, Florida by the following, herein called the "General Partner":

MURRAY J. POZNER, an individual

and by the following, hereinafter referred to as "Limited Partners":

1 – MURRAY J. POZNER REVOCABLE TRUST DATED JANUARY 29, 2004.

2 – SANDRA POZNER REVOCABLE TRUST DATED JANUARY 29, 2004.

3 – JASON NEAL POZNER IRREVOCABLE TRUST DATED JANUARY 29, 2004.

4 – CLIFF MICHAEL POZNER IRREVOCABLE TRUST DATED JANUARY 29, 2004.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name. The name of this Limited Partnership is the MSJC LIMITED PARTNERSHIP.

2. Business. The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. Principal Place of Business. The location of the principal place of business of the partnership is 1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432. This is also the mailing address for the partnership. The mailing address for the partnership is 1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.

4. Registered Agent. The registered agent for service for this Limited Partnership is MURRAY J. POZNER, an individual, whose address is 1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.

5. Partners. The General Partners and Limited Partners of this Limited Partnership and their addresses are as follows:

General Partner:

MURRAY J. POZNER
1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.

Limited Partners:

- i - MURRAY J. POZNER REVOCABLE TRUST
1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.
- ii- SANDRA POZNER REVOCABLE TRUST
1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.
- iii - JASON NEAL POZNER IRREVOCABLE TRUST.
4800 North Federal Highway, Suite C-101, Boca Raton, FL 33431.

iv- CLIFF MICHAEL POZNER IRREVOCABLE TRUST.
4800 North Federal Highway, Suite C-101, Boca Raton, FL 33431.

6. Term. The partnership shall begin on the day this Certificate of Limited Partnership is filed with the Secretary of State and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners. The latest date upon which the Limited Partnership is to be dissolved is twenty-five years from the date of filing this Certificate of Limited Partnership with the Secretary of State.

7. Additional Contributions. No additional contributions of the limited partners have been agreed to.

8. Return of Contributions. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the partnership shall be divided among the General and Limited Partners in the same proportions as the partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the partnership only with the written consent of the General Partner.

11. Additional Limited Partners. The General Partner may admit additional limited partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired and/or becomes insane, then the

- c. Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contribution.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The partners in the Limited Partnership have contributed their interest in the property set forth in Schedule "A" attached hereto, with an agreed value of \$120,000.

<u>Partners</u>	<u>Percentage Interest/Contribution</u>
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General Partners:

MURRAY J. POZNER	1%	\$1200
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Limited Partners:

MURRAY J. POZNER REVOCABLE TRUST	76%	Vehicles valued at \$91,200
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SANDRA POZNER REVOCABLE TRUST	15%	Vehicles valued at \$18,000
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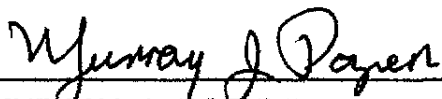
JASON NEAL POZNER IRREVOCABLE TRUST	4%	\$4,800
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CLIFF MICHAEL POZNER IRREVOCABLE TRUST	4%	\$4,800
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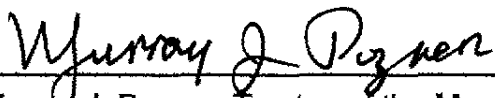
<u>TOTAL</u>	<u>100%</u>	<u>\$120,000</u>
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Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


GENERAL PARTNER:



MURRAY J. POZNER

LIMITED PARTNERS:


Murray J. Pozner, Trustee of the Murray J.
Pozner Revocable Trust UAD January 29, 2004


Sandra Pozner, Trustee of the Sandra Pozner
Revocable Trust UAD January 29, 2004


Sandra Pozner, Trustee of the Jason Neal Pozner
Irrevocable Trust UAD January 29, 2004


Sandra Pozner, Trustee of the Cliff Michael Pozner
Irrevocable Trust UAD January 29, 2004

SCHEDULE A

Attached to the Certificate of Limited Partnership of the MSJC LIMITED PARTNERSHIP dated JANUARY 29, 2004.

The following contributions of capital are anticipated to be made by the General Partner and Limited Partners subject to the encumbrances owed thereon to-wit are as follows:

General Partner:

MURRAY J. POZNER	\$1,200
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Limited Partners:

1.	MURRAY J. POZNER REVOCABLE TRUST	\$91,200
2.	SANDRA POZNER REVOCABLE TRUST	\$18,000
3.	JASON NEAL POZNER IRREVOCABLE TRUST	\$4,800
4.	CLIFF MICHAEL POZNER IRREVOCABLE TRUST	\$4,800

TOTAL	\$120,000
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of the MSJC LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is ONE HUNDRED TWENTY THOUSAND DOLLARS (\$120,000) in tangible property and cash.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals ONE HUNDRED TWENTY THOUSAND DOLLARS (\$120,000).

Signed this 29 day of January, 2004.

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.


MURRAY J. POZNER, General Partner

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the Florida Partnership Act F.S. 620 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That the MSJC LIMITED PARTNERSHIP, a Florida limited partnership qualified to do business under the laws of the State of Florida, with its principal office at 1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432, has appointed MURRAY J. POZNER as its agent to accept service of process within this State at 1500 South Ocean Blvd., Suite 301, Boca Raton, FL 33432.

Having been named to accept service of process for the abovestated Limited Partnership at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


MURRAY J. POZNER