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THE WEISSER REALTY GROUP, INC.

MICHAEL H. WEISSER, President
KIM RIEDY, Comptroller
DARIA WEISSER, Chairman
JUSTIN P. WEISSER, Sr. Vice President

801 N.E. 167th Street, 2nd Floor
North Miami Beach, FL 33162
Phone: (305) 690-9110
Fax: (305) 690-9550

October 22, 2004

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Hazard Wal-Mart Super Center, Ltd.

To Whom It May Concern:

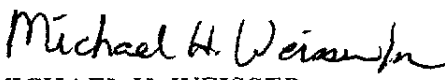
Enclosed herein please find original and two copies of the Affidavit and Certificate of Limited Partnership of Hazard Wal-Mart Super Center, Ltd. together with our check in the amount of \$192.50, representing a filing fee of \$52.50, Registered Agent fee of \$35.00 and two certified copies, fee being \$105.00.

Please file said Affidavit and return two certified copies to the undersigned. I have provided a Federal Express envelope and air bill for same.

Thanking you in advance.

Very truly yours,

THE WEISSER REALTY GROUP, INC.


MICHAEL H. WEISSER

MHW:kr
Enclosures
VIA FEDERAL EXPRESS

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AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP

OF

HAZARD WAL-MART SUPER CENTER, LTD.

We, the undersigned, desiring to form a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act, do hereby certify that:

I.

The name of the Partnership is HAZARD WAL-MART SUPER CENTER, LTD.

II.

The business of the Partnership shall be to own and operate the Wal-Mart Super Center, City of Hazard, County of Perry, State of Kentucky.

III.

The location of the principal place of business and the mailing address of the Partnership shall be 801 N.E. 167th Street, 2nd Floor, North Miami Beach, Florida 33162, or such other place as the partners may, from time to time, agree. The Registered Agent shall be MICHAEL H. WEISSER, whose address is 801 N.E. 167th Street, 2nd Floor, North Miami Beach, Florida 33162.

IV.

The name and place of residence of each member of the Limited Partnership, with the General Partner and the Limited Partners being respectively designated herein as follows:

GENERAL PARTNER:

THE WEISSER REALTY GROUP, INC.
801 N.E. 167th Street, 2nd Floor
North Miami Beach, FL 33162

LIMITED PARTNERS:

MICHAEL H. WEISSER
801 N.E. 167th Street, 2nd Floor
North Miami Beach, FL 33162

JUSTIN P. WEISSER
801 NE 167th Street, 2nd Floor
North Miami Beach, FL 33162

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There are no anticipated contributions.

V.

The term for which the Limited Partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue until November 1, 2044, unless sooner terminated. The Partnership shall not be terminated by reason of death, dissolution, withdrawal or expulsion of a Limited Partnership or the admission of a new Limited Partnership.

VI.

The amount of cash which has been contributed by the Limited Partners is set forth in the following table:

MICHAEL H. WEISSER	\$1,000.00
JUSTIN P. WEISSER	\$ 50.00

VII.

The Limited Partners have not agreed to make any additional contributions to the Partnership.

VIII.

No time has been agreed upon when the contribution of the Limited Partners is to be returned.

IX.

The share of profits allocable to the Limited Partners which each shall receive by reason of his contribution is set forth in the following table:

<u>LIMITED PARTNERS</u>	<u>SHARE OF PROFITS</u>
MICHAEL H. WEISSER	95%
JUSTIN P. WEISSER	5%

X.

A Limited Partner may substitute an assignee in his place as a Substituted Limited Partner upon obtaining the consent of the General Partner and the assignee consents in writing in form satisfactory to the General Partner to be bound by the terms of the Partnership Agreement in the place and stead of

the assigning Limited Partner.

XI.

No provision is made for the admission of additional Limited Partners in the Partnership, except as provided in Article X above.

XII.

No Limited Partner has any priority over any other Limited Partner as to contributions or as to compensation by way of income.

XIII.

The remaining Partners shall be entitled to continue the Partnership upon the death, retirement, insanity, dissolution or bankruptcy of the General Partner by designating a successor General Partner.

XIV.

No Limited Partner has the right to demand and receive property other than case in return for his contribution.


IN WITNESS WHEREOF, the General Partner and the Limited Partners have executed this Certificate this 22nd day of October, 2004.

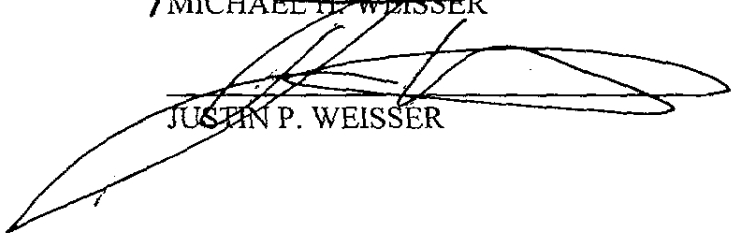
GENERAL PARTNER:

THE WEISSER REALTY GROUP, INC.

By 
MICHAEL H. WEISSER

LIMITED PARTNERS:


MICHAEL H. WEISSER


JUSTIN P. WEISSER

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STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MICHAEL H. WEISSER, as President of THE WEISSER REALTY GROUP, INC., who is personally known to me, who after being by me first duly sworn, states that he has read and executed the foregoing document.

SWORN TO AND SUBSCRIBED before me this 22ND day of October, 2004.

Kim M. Riedy
NOTARY PUBLIC

My Commission Expire:



Kim M. Riedy
MY COMMISSION # DD053379 EXPIRES
December 19, 2005
BONDED THRU TROY FAY INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared MICHAEL H. WEISSER, and JUSTIN P. WEISSER, personally known to me, who after being by me first duly sworn, state that they have read and executed the foregoing document.

SWORN TO AND SUBSCRIBED before me this 22nd day of October, 2004.

Kim M. Riedy
NOTARY PUBLIC

My Commission Expire:



Kim M. Riedy
MY COMMISSION # DD053379 EXPIRES
December 19, 2005
BONDED THRU TROY FAY INSURANCE, INC.

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Kim M. Riedy