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Division of Corporations

JECK HARRIS & JONES

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From:

Account Name : JECK, HARRIS & JONES, LLP
Account Number : I20000000210
Phone : (561)746-1002
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FLORIDA LIMITED PARTNERSHIP

Z E Properties, Ltd.

Certificate of Status	1
Certified Copy	0
Page Count	02
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Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 14, 2005

JECK, HARRIS & JONES, LLP

SUBJECT: Z R PROPERTIES, LTD.
REF: W05000012966

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

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CERTIFICATE OF LIMITED PARTNERSHIP OF
Z E Properties, Ltd.
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Revised Florida Uniform Limited Partnership Act, hereby state s:

1. The name of the partnership is Z E. Properties, Ltd.
2. The address of the office of the limited partnership is 140 N.E. 2nd Street, Miami, FL 33132.
3. The name and address of the agent for service of process on the limited partnership is Haim Einhorn, 140 N.E. 2nd Street, Miami, FL 33132.
4. The name and business address of the sole general partner is Z.E Properties, LLC, 140 N.E. 2nd Street, Miami, FL 33132. LOS - 17353
5. The mailing address for the limited partnership is 140 N.E. 2nd Street, Miami, FL 33132.
6. The latest date upon which the limited partnership shall dissolve is December 31, 2035.

The execution of this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of Z E Properties, Ltd. this 9 day of March 2005.

GENERAL PARTNER

Z E PROPERTIES, LLC


By: 

Haim Einhorn, Sole Member

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 9 day of March 2005, by Haim Einhorn, the Sole Member, of Z E Properties, LLC, the sole general partner of Z E Properties, Ltd., a Florida limited partnership. He is personally known to me or has produced me as identification.

(SEAL)


Print name: _____
Notary Public, State of Florida
My Commission expires: _____



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for Z E. Properties, Ltd., a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


HAIM EINHORN

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared HAIM EINHORN, the Sole Member of Z E Properties, LLC, the sole general partner of Z E Properties, Ltd., (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, in the aggregate, NINE HUNDRED DOLLARS (\$990.00).
2. At this time, it is anticipated that no additional capital contributions will be made by the limited partners.

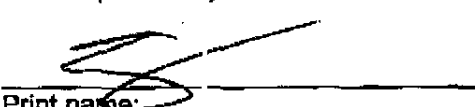
Under penalties of perjury, I declare that I have read the foregoing and that the facts stated are true, to the best of my knowledge and belief.


HAIM EINHORN

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to before me this 9 day of March 2005, by Haim Einhorn, the Sole Member of Z E Properties, LLC, the sole general partner of Z E Properties, Ltd., a Florida limited partnership. He is personally known to me or has produced _____ as identification.

(SEAL)


Print name: _____
Notary Public, State of Florida
My Commission expires: _____



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