

**Buchanan Ingersoll**  
PROFESSIONAL CORPORATION

Attorneys

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February 20, 1995

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

800001412578  
-02/22/95--01039--009  
\*\*\*\*\*07.50 \*\*\*\*\*07.50

RE: Certificate of Limited Partnership  
Palm 2M Associates, Limited Partnership

Ladies and Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Certificate of Limited Partnership, and Affidavit of Capital Contribution, along with our check in the amount of \$87.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 52.50
Registered Agent Filing Fee	<u>35.00</u>
TOTAL:	\$ 87.50

Thank you in advance for your prompt attention to this matter.

Very truly yours,



Mario A. Romine, J.D.  
For the Firm

Name	afaylor
Availability	dec
Document	MAR: bz
Examiner	Enclosures:
Updater	cc: Sherry
Printer	
Verifier	
Approved/ment	
MIAL: Romine, Mario	74205
W. P. Verifier	

Kadjan-Vetterlein, Esq.

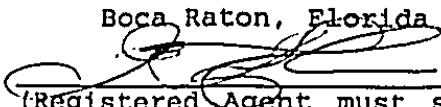
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TC  
\$ 100.00

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PALM 2M ASSOCIATES, LIMITED PARTNERSHIP

1. The name of the Limited Partnership is:  
Palm 2M Associates, Limited Partnership
2. The Business Address of the Limited Partnership is:  
2701 North Course Drive  
Pompano Beach, Florida 33069
3. The Name of the Registered Agent for Service of Process is:  
Michael Kaplan
4. The Florida Street Address for the Registered Agent is:  
Sea Ranch Club of Boca  
4747 North Ocean Blvd.  
Boca Raton, Florida 33308
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process).
6. The Mailing Address of the Limited Partnership is:  
c/o Kaplan Companies  
3100 Woodbridge Avenue  
Edison, New Jersey 08837
7. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2035

FILED  
1995 FEB 22 9 37  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
PALM BEACH COUNTY, FLORIDA

8. The Name and Specific Address of the General Partner is:

Kappalm Ventures, Inc.  
a Florida corporation

B75000004491

c/o Michael Kaplan  
Sea Ranch of Boca  
4747 North Ocean Blvd.  
Boca Raton, Florida 33308

Signed this 16th day of February, 1995.

Signature of the General Partner:

Kappalm Ventures, Inc.,  
a Florida corporation

By: 

Michael Kaplan, President

FILED  
FEB 22 1995  
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AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned, constituting all of the general partners of the Palm 2M Associates, Limited Partnership, a Florida limited partnership, certify as follows:

The amount of the capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

This 16th day of February, 1995.

FURTHER AFFIANT SAYETH 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.

Palm 2M Associates, Limited Partnership

By: Kaplan Ventures, Inc.,  
a Florida corporation,  
its General Partner

By:   
Michael Kaplan, President

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1995 FEB 22 11 53 37