

A9500000285

BLANK, ROME, COMISKY & McCAULEY
COUNSELLORS AT LAW

100 SOUTH FLORIDA AVENUE
SUITE 1000
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 833-1111
FACSIMILE (904) 833-1112
TELETYPE (904) 833-1113

A FLORIDA BAR MEMBER
MEMBER OF THE FLORIDA
BAR ASSOCIATION

100 SOUTH FLORIDA AVENUE

SUITE 1000 TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 833-1111

FACSIMILE (904) 833-1112

100 SOUTH FLORIDA AVENUE
SUITE 1000
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 833-1111
FACSIMILE (904) 833-1112
TELETYPE (904) 833-1113

February 23, 1995

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

TELEPHONE (904) 833-1111
FACSIMILE (904) 833-1112
TELETYPE (904) 833-1113

Re: The Alyce Kleinfeld Limited Partnership

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the Affidavit and Certificate of The Alyce Kleinfeld Limited Partnership. Also enclosed is a check made payable to the Florida Department of State in the amount of \$1,785 representing a maximum filing fee of \$1,750 and \$35 for the registered agent designation.

Please return a confirmed copy of the enclosed documents to me in the envelope provided. Should you have any questions, do not hesitate to contact me.

Sincerely,

Donna E. Blank,
Tallal Assistant

8/1

Enclosures

**AFFIDAVIT AND CERTIFICATE OF
THE ALYCE KLEINFELD LIMITED PARTNERSHIP**

A FLORIDA LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned, desiring to form a Florida Limited Partnership, hereby certifies as follows:

1. The name of the Partnership is the ALYCE KLEINFELD LIMITED PARTNERSHIP.

2. The location of the principal place of business of the Partnership and the mailing address of the Partnership is 2750 South Ocean Boulevard, Palm Beach, Florida 33480.

3. The name and business address of the General Partner is ALYCE KLEINFELD, 2750 South Ocean Boulevard, Palm Beach, Florida 33480. The name and residence of each Limited Partner is:

NAME	ADDRESS
Alyce Kleinfeld	2750 S. Ocean Blvd. Palm Beach, FL 33480
Lawrence W. Kleinfeld	28725 Bonafide Drive Suite #243 Beverly Hills, CA 91301
John Kleinfeld Trust	45 Lee Lynn Lane Burlington Valley, PA 19004
Baron Kleinfeld Trust	2818 Overbrook, Apt. #26 Westport, CA 90739
Baron Kleinfeld	130 30th Street, Apt. 1 Beverly Beach, CA 94024
Lawrence W. Kleinfeld, as Trustee for Baron Kleinfeld	28725 Bonafide Drive Suite #243 Beverly Hills, CA 91301
Kenneth Clark	55 Lee Lynn Lane Burlington Valley, PA 19004

Michael Fink

6 Locust Way
Lafayette Hill, PA 19441

Jane Kleinfeld Fink, as Custodian
for Amy Rachael Fink

55 Lee Lynn Lane
Huntingdon Valley, PA 19006

Jane Kleinfeld Fink, as Custodian
for Robert Fink

55 Lee Lynn Lane
Huntingdon Valley, PA 19006

Julie Fink Knudsen

7901 Henry Ave., F-109
Philadelphia, PA 19128

Jane Kleinfeld Fink, as
Custodian for Jessica Knudsen

55 Lee Lynn Lane
Huntingdon Valley, PA 19006

4. The term of the Partnership (the "term") commenced on the execution of the Limited Partnership Agreement and shall continue until terminated by the Partners, as more particularly set forth in the Partnership Agreement.

5. The capital contributions of the General and Limited Partners are as follows:

NAME	CONTRIBUTION
Alyce Kleinfeld	\$979,000.00
Lawrence M. Kleinfeld	\$ 1,909.00
Jane Kleinfeld Fink	\$ 1,909.00
Karen Kleinfeld Treprow	\$ 1,909.00
Josanne Kleinfeld	\$ 1,909.00
Lawrence M. Kleinfeld, as Custodian for Jason Mendel Kleinfeld	\$ 1,909.00
Kenneth Fink	\$ 1,909.00
Michael Fink	\$ 1,909.00
Jane Kleinfeld Fink, as Custodian for Amy Rachael Fink	\$ 1,909.00

Jane Kleinfeld Fink, as Custodian for Robert Fink	\$ 1,909.09
Julia Fink Knudsen	\$ 1,909.09
Jane Kleinfeld Fink, as Custodian for Jessica Knudsen	\$ 1,909.09

6. No additional contributions shall be paid by the Limited Partners (other than their original contributions to capital).

7. The registered agent for service of process of the Partnership is Abraham M. Mora, Esquire, 1401 Forum Way, Suite 700, West Palm Beach, Florida 33401 and the registered office of the Partnership is 1401 Forum Way, Suite 700, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the General Partner has signed this Certificate as of the 13th day of February, 1995, and it is sworn by her as being true and correct.

Signed, Sealed and Delivered
in the presence of:

Abraham M. Mora
[Signature]

Alyce Kleinfeld
ALYCE KLEINFELD, General
Partner

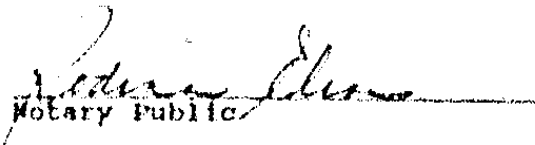
Acceptance of Registered Agent

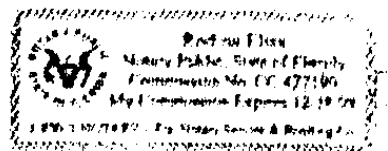
I, ABRAHAM M. MORA, hereby accept the above designation as registered agent of the Alyce Kleinfeld Limited Partnership.

Abraham M. Mora
Abraham M. Mora

STATE OF FLORIDA :
 :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 13
day of February, 1995 by ALYCE KLEINFELD, who is personally known to
me.


Notary Public



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FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Capital Division
Secretary of State
DIVISION OF CORPORATIONS

1a. DOCUMENT #
A95000000285

ALYCE KLEINFELD LIMITED PARTNERSHIP

Mailing Address
2700 SOUTH OCEAN BOULEVARD
PALM BEACH FL 33400

Principal Office Address
2700 SOUTH OCEAN BOULEVARD
PALM BEACH FL 33400

If above addresses are in care of any way, form through the correct information and indicate correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in
FLORIDA
02/27/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions in Shares
on Record
\$1,000,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number
65-0558212

Applied for
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED
\$4.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

MORA, ABRAHAM M ESQUIRE
1401 FORUM WAY, SUITE 700
WEST PALM BEACH FL 33401

10. If changed, new Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL
Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)
KLEINFELD, ALYCE

11a. Address of Each General Partner
(Do NOT use Post Office Box Numbers)
2760 SOUTH OCEAN BOUL

11b. City, State & Zip Code
PALM BEACH FL 33480

11c. Registrant/
Document Number

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this form is voluntarily furnished and does not qualify for the exemption stated in Section 607.193(4), Florida Statutes. I release the Division of Corporations from any liability of over compliance with Section 607.193(4) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate, and that the signature and name of the general partner(s) have the same legal effects as if made under oath. Further, I certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

Alyce Kleinfeld
Alyce Kleinfeld

Typed or Printed Name of General Partner Signing Form

Telephone Number

DATE / December 4, 1995
407-586-2770

0007384

CR2E003 (6-95)

A95000000285

BLANK, ROME, COMISKY & McCAULEY
COUNSELORS AT LAW

FOUR PENN CENTER PLAZA
PHILADELPHIA, PA 19103-2669
215 589 8600

1820 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-8988
610 395 1010

1400 N PROVIDENCE RD, SUITE 301
MEDIA, PA 19063-8081
610 881-7800

1401 FORUM WAY

WEST PALM BEACH, FLORIDA 33401-2353

407-888-2100

FAX 407-888-0883

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1184
609-778-3800

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2238
302-428-6400

1128 18TH STREET, NW, SUITE 880
WASHINGTON, DC 20006-1704
202-785-4100

December 13, 1996

Via Federal Express

Division of Corporations
Attn: Limited Partnership Division
P. O. Box 6327
Tallahassee, FL 32314

9000020281689---4
-12/16/96--01024--001
****189.00 ****189.00

Re: Kleinfeld Family Limited Partnership

Dear Sir/Madam:

Enclosed please find the original Amendment to Affidavit and Certificate of Alyce Kleinfeld Limited Partnership and original Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership. Also enclosed is a check in the amount of \$189 representing your fee due to the additional capital contributions. I appreciate you sending confirmation of your acceptance of these documents to me in the enclosed self-addressed stamped envelope.

Sincerely,

Katherine A. Nesbitt

KATHERINE A. NESBITT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
PH 12:35

Name	
Address	
Document	
Form	KAN/db
Enclosures	Doc
As to	
W. P. Verity	

increasing
contribution
to \$1,027,000.00
changing name of
KSP and
deleting a KSP.
and adding
KSPs

A95000000285

A95000000285

BLANK, ROME, COMISKY & McCAULEY
COUNSELORS AT LAW

FOUR PENN CENTER PLAZA
PHILADELPHIA, PA 19103-2500
215-599-5500

1830 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-2255
610-395-1010

1400 N. PROVIDENCE RD, SUITE 301
MEDIA, PA 19063-2051
610-891-7500

1401 FORUM WAY

WEST PALM BEACH, FLORIDA 33401-2353

407-856-8100

FAX 407-856-0822

210 LAKE DRIVE EAST
CHERRY HILL, NJ 08002-1164
609-779-3800

1220 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2938
302-425-6400

1150 16TH STREET, NW, SUITE 550
WASHINGTON, DC 20006-1704
202-755-4100

May 15, 1996

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

500001827255
-05/17/96--01089--015
*****52.50 *****52.50

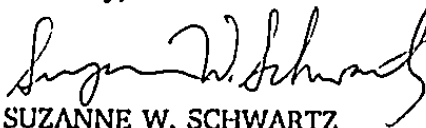
Re: Alyce Kleinfeld Limited Partnership

Dear Sir/Madam:

Enclosed for filing please find an Amendment to the Affidavit and Certificate of the Alyce Kleinfeld Limited Partnership, together with a check in the amount of \$52.50 in payment of the filing fee. Please acknowledge receipt of the Amendment by date-stamping the enclosed copy and returning it to me in the envelope provided.

Thank you.

Sincerely,


SUZANNE W. SCHWARTZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
7 MAY 19 PM 12:35

SWS/db
Enclosures

789/712/713

5-17

BLANK ROME COMISKY & McCAULEY
COUNSELORS AT LAW

FOUR PENN CENTER PLAZA
PHILADELPHIA, PA 19103-2800
815-589-8800

1820 POND ROAD, SUITE 200
ALLENTOWN, PA 18104-2888
610-395-1010

1400 N. PROVIDENCE RD., SUITE 301
MEDIA, PA 19063-2061
610-881-7800

1401 FORUM WAY

WEST PALM BEACH, FLORIDA 33401-2383

561-686-8100

FAX 561-686-0822

810 LAKE DRIVE EAST
CHERRY HILL, NJ 08008-1184
609-778-3600

1820 MARKET STREET, 8TH FLOOR
WILMINGTON, DE 19801-2838
302-428-6400

1188 18TH STREET, NW, SUITE 550
WASHINGTON, DC 20006-1704
202-788-4100

May 16, 1997

FEDERAL EXPRESS

Florida Department of State

Division of Corporations

ATTN: DIANE CUSHING, CORPORATE SPECIALIST

409 E. Gaines Street

Tallahassee, FL 32399

Re: Alyce Kleinfeld Limited Partnership; Ref. Number: A95000000285

Dear Diane:

Per our telephone conversation today, enclosed please find the 1997 Limited Partnership Annual Report, together with two checks totalling \$541.25 representing the filing fee in this matter. Per your instructions, we are not required to pay the late filing fee of \$500 since there obviously has been some misunderstanding on both our parts.

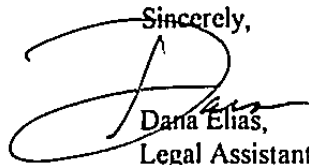
Also, you advised me that you have in your possession the following documents:

1. Amendment to Affidavit and Certificate of Alyce Kleinfeld Limited Partnership. This document reflects that (a) Alyce Kleinfeld has given her partnership interest to Lawrence M. Kleinfeld and Jane Kleinfeld Fink, and that (b) the name of the partnership is changed to "Kleinfeld Family Limited Partnership."
2. Supplemental Affidavit of Capital Contributions for a Florida Limited Partnership;
3. Check for \$189.00 and check for \$52.50

Please send me confirmation from the Department of State of 1) the name change of the partnership; and 2) confirmation that Lawrence M. Kleinfeld and Jane Kleinfeld Fink are the current general partners. I enclose a self-addressed return Federal Express envelope for your use.

Thank you for all your assistance in this matter. If there remains questions, please call me collect at (561) 686-8100. Otherwise, I await receiving confirmation of the above documents being processed.

Sincerely,



Dana Elias,
Legal Assistant

de/
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1996

BLANK, ROME, COMISKY & MCCAULEY
ATTN: SUZANNE W. SCHWARTZ
1401 FORUM WAY
WEST PALM BEACH, FL 33401-2353

SUBJECT: ALYCE KLEINFELD LIMITED PARTNERSHIP
Ref. Number: A95000000285

We have received your document for ALYCE KLEINFELD LIMITED PARTNERSHIP and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A general partner must sign the document.

Attached is a computer printout for your partnership which shows the general partner(s) according to our records. Your annual report must list the same partners as shown on the printout. To change the partner(s), an amendment must be filed and the appropriate filing fee submitted in accordance with chapter 620, Florida Statutes.

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 (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 996A00026522



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

December 19, 1996

KATHERINE A. NESBITT
BLANK ROME COMISKY & MCCAULEY
1401 FORUM WAY
WEST PALM BEACH, FL 33401-2353

SUBJECT: ALYCE KLEINFELD LIMITED PARTNERSHIP
Ref. Number: A95000000285

We have received your document for ALYCE KLEINFELD LIMITED PARTNERSHIP and your check(s) totaling \$189.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

On the supplemental affidavit you must put the total amount of contributions (including what we already had on file). We will need an additional \$52.50 to file the amendment changing the name.

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 (904) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 096A00056687

AMENDMENT TO AFFIDAVIT AND CERTIFICATE
OF ALYCE KLEINFELD LIMITED PARTNERSHIP

Pursuant to Section 620.109, Florida Statutes, the undersigned hereby amend the Affidavit and Certificate of Alyce Kleinfeld Limited Partnership, a Florida limited partnership, which was filed with the Florida Department of State on February 27, 1995, as follows:

FIRST: Alyce Kleinfeld, the General Partner of the Partnership, gave her general partnership interest in equal shares to Lawrence M. Kleinfeld, who resides at 28720 Roadside Drive, Suite 249, Agoura Hills, California 91301, and Jane Kleinfeld Fink, who resides at 55 Lee Lynn Lane, Huntingdon Valley, Pennsylvania 19006, effective July 17, 1995.

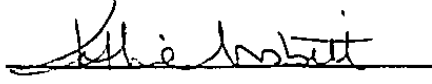
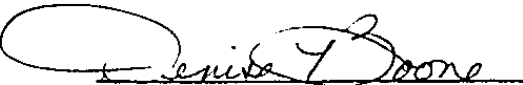
SECOND: Alyce Kleinfeld has contributed additional property valued at \$27,000 to the capital of the partnership. The total contributions is \$1,027,000.00.

THIRD: The name of the partnership is hereby changed to the Kleinfeld Family Limited Partnership.

IN WITNESS WHEREOF, Alyce Kleinfeld, Lawrence M. Kleinfeld and Jane Kleinfeld Fink sign this Amendment to Affidavit and Certificate of Alyce Kleinfeld Limited Partnership, and it is sworn by them as being true and correct.

ALYCE KLEINFELD LIMITED
PARTNERSHIP

WITNESSES:

By: 
ALYCE KLEINFELD

Dated: 6/24/96

RECEIVED
DIVISION OF CORPORATIONS
97 MAY 13 PM 12:30

WITNESSES:

Ed Roel

Edie Thomas

WITNESSES:

Albert L. Gonsky

Dawn M. Deen

By:

L M Kleinfeld
LAWRENCE M. KLEINFELD, New
General Partner

Dated:

7/1/86

By:

Jane Kleinfeld Funk
JANE KLEINFELD FNK, New General
Partner

Dated:

7/15/86

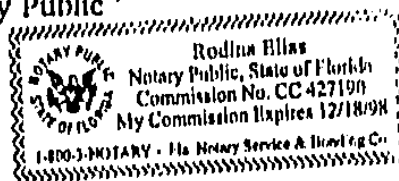
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 19 PM 12:35

STATE OF Florida

COUNTY OF Palm Beach

The foregoing document was acknowledged before me on this 24 day of June, 1996, personally appeared Alyce Kleinfeld, who is personally known to me or who has produced _____ as identification.

Rodina Elias
Notary Public

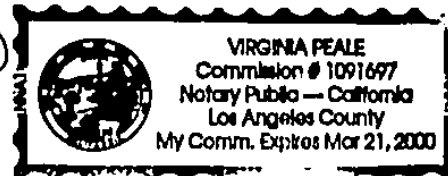


STATE OF

COUNTY OF

The foregoing document was acknowledged before me on this 1 day of July, 1996, personally appeared Lawrence M. Kleinfeld, who is personally known to me or who has produced Calif. Lic. as identification.

Virginia Peale
Notary Public



STATE OF PA.

COUNTY OF Bucks

The foregoing document was acknowledged before me on this 15th day of July, 1996, personally appeared Jane Kleinfeld Fink, who is personally known to me or who has produced PA license as identification.

John F. Gebhardt
Notary Public

