

A95000001047
LAW OFFICES

AURAMB, ANTON, ROBBINS, REBNICK & SCHNEIDER, P.A.

MATHARD ABRAMS
1919-1922

PAUL H. ANTON
1927-1961

MILTON S. BLAUM X
 ALAH B. COHN X
 MAURICE H. GARCIA
 GENE K. GLASSER X
 STANLEY D. GOETSCHEK X
 NANCY L. LA VISTA
 SCOTT A. ORTH
 JENNIFER E. PRICE
 LEONARD RONNINGO
 KENNETH A. RUBIN
 REUBEN M. SCHNEIDER O X
 PETER M. ZIEGLER
 JACK F. WEING
 DAVID WEISMAN O
 EDWARD S. REBNICK (RET.)

ROPI TYLER STREET
Post Office Box 290010
HOLLYWOOD, FLORIDA 33022-000

One DOCA PLACE • SUITE 411-E
2255 GLADER ROAD
DOCA RATON, FLORIDA 33431-7303

TELEPHONES
HOLLYWOOD (305) 921-5500
FAX (305) 925-7013
DOCA RATON & DELRAY
(407) 904-2812
(407) 904-2772
FAX (407) 907-0404
NORTH BROWARD (305) 420-0800
MIAMI (305) 940-0440
PALM BEACH (407) 833-4710

PLEASE REPLY TO:

Hollywood

FILE No. 1

ZZZ-Q-0009

July 6, 1995

VIA CERTIFIED MAIL # Z 361 725 910

BOARD CERTIFIED TAX LAWYER

BOARD CERTIFIED ESTATE PLANNING

AND PROBATE LAWYER

BOARD CERTIFIED REAL ESTATE LAWYER

MEMBER OF D.C. BAR

MEMBER OF N.Y. BAR

MEMBER OF OHIO BAR

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

J000001534021
-07/11/95--01007--004
*****493.50 *****493.50

RE: HILPAY FAMILY LTD.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for HILPAY FAMILY LTD. Also enclosed is a check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call my Corporate Assistant, Lisa Hirsch at Ext. 132.

Sincerely yours,

Name: 1113195
Availability: DCC

Document: Alan B. Cohn
Examiner: DCC

ABC:leh/119658
DCC
Enclosures

To: cc: Mr. & Mrs. Herbert Trinkler
Verifier: DCC

Acknowledgement DCC

W.P. Signer DCC

A95000001047

CERTIFICATE OF LIMITED PARTNERSHIP

OF

HILPAY FAMILY LTD.,

a Florida Limited Partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is HILPAY FAMILY LTD.

2. The address of the office of the partnership is
16251 Golf Club Road, Apartment 209, Fort Lauderdale, Florida
33326.

3. The name and address of the agent for service
of process on the partnership is ALAN B. COHN, c/o Abrams, Anson,
Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood,
Florida 33022.

4. The name and business address of the General Partner and the mailing address of the partnership are HERBERT W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety, 16251 Golf Club Road, Apartment 209, Fort Lauderdale, Florida 33326.

5. The latest date upon which the partnership shall dissolve is December 31, 2045.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of HILPAY FAMILY LTD. this 30 day of June, 1995.

Witnesses:

GENERAL PARTNER:

HERBERT W. TRINKLER and
ELAINE TRINKLER, as tenants
by the entirety

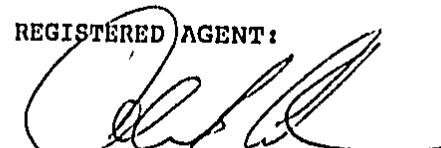
By: Herbert Trinkler
HERBERT W. TRINKLER

By: Elaine Trinkler
ELAINE TRINKLER

Having been named as registered agent for HILPAY FAMILY LTD., a Florida limited partnership (the "Partnership), in the

forgoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


ALAN B. COHN

0112940

FILED

895 JUL 10 AM 10 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA))
COUNTY OF BROWARD) SS:
)

BEFORE ME, the undersigned, personally appeared HERBERT W. TRINKLER and ELAINE TRINKLER, as tenants by the entirety, the General Partners of HILPAY FAMILY LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$8,000

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

\$0

-0-

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.

GENERAL PARTNER:

HERBERT W. TRINKLER and
ELAINE TRINKLER, as tenants
by the entirety

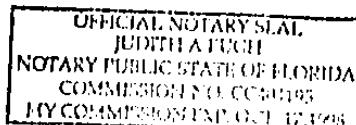
By: Herbert W. Trinkler
HERBERT W. TRINKLER

By: Elaine Trinkler
ELAINE TRINKLER

The foregoing Affidavit was subscribed and acknowledged before me by HERBERT W. TRINKLER, who is personally known to me or who has produced El drivers license as identification and who did take an oath, on this 30 day of June, 1995.

Judith A. Pugh
Notary Public, State of Florida

My Commission Expires:

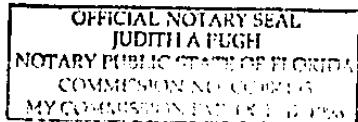


ISSUED 10 MAY 1995
RECEIVED 10 MAY 1995
RECEIVED 10 MAY 1995
FILED 10 MAY 1995

The foregoing Affidavit was subscribed and acknowledged before me by ELAINE TRINKLER, who is personally known to me or who has produced El drivers license as identification and who did take an oath, on this 30 day of June, 1995.

Judith A. Pugh
Notary Public, State of Florida

My Commission Expires:



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
Sandra Myрham
Secretary of State
DIVISION OF CORPORATIONS

1. Name of Limited Partnership

1a. DOC MENT #
A95000 '047

HILPAY FAMILY LTD.

A95-1047

FILED
SECRETARY OF STATE,
DIVISION OF CORPORATIONS

96 JAN -2 PM 6:02

131-7

DO NOT WRITE IN THIS SPACE

2. New Mailing Address, If Applicable

2509 BAILEY DR.

Date, Apt. # etc

City, State & Zip

FT LAUDERDALE 33327

2a. New Principal Office Address, If Applicable

Date, Apt. # etc

City, State & Zip

3. Date Formed or Registered to Do Business in FLORIDA

07/10/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown on Record

\$58,000.00

5b. Amount of Capital Contributions in FLORIDA to date

6. FEI Number

Applied For

7. CERTIFICATE OF STATUS REQUIRED

\$X 130.75 Additional Fee Required

For Application

For a Certificate of Status

8. FEES: 1) Filing Fee, Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b & 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50

2) Supplemental Fee, \$130.75 (pursuant to section 620.192, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$101.25 (\$52.50 + \$101.75) AND NO MORE THAN \$576.25 (\$437.50 + \$130.75)

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

10. If changed, new Registered Agent/Office

COHN, ALAN B ESO
% ABRAMS ANTON ROBBINS RESNICK & SCHNEIDER
2021 TYLER STREET
HOLLYWOOD FL 33022

Name

Street Address (P.O. Box Number Is Not Acceptable)

26388A-1-686-1-92

-01/11/96-01010-005

City

4444544.75 4444544.75

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or reg stored under the laws of the State of Florida, submit 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 reg stored agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

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

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

TRINKLER, HERBERT W

16251 GOLF CLUB ROAD,

FT LAUDERDALE FL 3332

TRINKLER, ELAINE

16251 GOLF CLUB ROAD,

FT LAUDERDALE FL 3332

CR2003 (695)

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

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non compliance with Section 119.07(3)(k) 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 my signature shall have the same legal effects as a made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute the report as required by chapter 620, Florida Statutes.

SIGNATURE

Nehel Trinkler

JP.

DATE

12/15/95

Typed or Printed Name of General Partner Signing Form

Telephone Number

0011799

A9500001047

Requestor's Name

2509 Boca Isle Dr.

Address

Fort Lauderdale, Fl

City/State/Zip

Phone #

33327

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
FEB 26 1996
P.M. 4:19
RECEIVED
SECRETARY OF STATE
FLORIDA
CORPORATIONS

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
Profit	
NonProfit	
Limited Liability	
Domestication	
Other	

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
Annual Report	
Fictitious Name	
Name Reservation	

REGISTRATION/ QUALIFICATION	
Foreign	
Limited Partnership	
Reinstatement	
Trademark	
Other	

500002050935--7
-01/08/97--01079--013
****741.03 ****164.78

A95-1047

Name	CR 1-6
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
Verifier	

FF \$ 164.78



FLORIDA DEPARTMENT OF STATE
Sandra B. Martham
Secretary of State

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP

The undersigned general partners of

H. L. Gray Family Ltd.

, a

Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 81,541.00.

This 13 day of Dec, 1991.

FURTHER AFF

*Under penalties of
the best of my knowl-*

SAMPLE DOCUMENTS AI

(con)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 2 TRUE, PH 6:20

620.112 Supplemental affidavit of capital contributions.

A supplemental affidavit declaring the amount of the capital contributions of the limited partners must be filed with the Department of State within 30 days of any time when the actual contributions of the limited partners exceed the anticipated amount of capital contributions filed pursuant to s. 620.108.

SAMPLE:

GUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of H. L. Gray Family Ltd., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners is \$ 81,541.00.

This 19 day of Oct, 1991.

FURTHER AFFIANT SAYETH NOT.

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

*General Partner
H. L. Gray Family Ltd.
Elder Teller C. G.*

INUSE20(3/95)