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DIVISION OF CORPORATIONS
96 JAN -9 PM 2:51

ACCOUNT NO. : 072100000032

REFERENCE : 795559 9416A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 8, 1996

ORDER TIME : 12:40 PM

ORDER NO. : 795559

CUSTOMER NO: 9416A

CUSTOMER: Michael Tannenbaum, Esq
MICHAEL D. TANNENBAUM, ESQ

Suite 304
2161 Palm Beach Lake Boulevard
West Palm Beach, FL 33409

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96 JAN -8 PM 2:58

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DOMESTIC FILING

NAME: ZORN ASSOCIATES, LTD.
C. TAX _____
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK _____
BALANCE DUE _____
REFUND _____

XXX__ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXXX__ CERTIFIED COPY
- ______ PLAIN STAMPED COPY
- ______ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

200001686402
-01/11/96--01029--002
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Bz

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
Zorn Associates, Ltd.
a Florida Limited Partnership**

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The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Zorn Associates, Ltd.
2. The address of the office of the Partnership is 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.
3. The name and address of the agent for services of process on the Partnership is Edward S. Zorn, 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.
4. The names and business addresses of the general partners are as follows:

Edward S. Zorn
5257 Fountains Drive South
Apt. 304
Lake Worth, Florida 33467

Rosetta S. Zorn
5257 Fountains Drive South
Apt. 304
Lake Worth, Florida 33467

5. The mailing address of the Partnership is 5257 Fountains Drive South, Apt. 304, Lake Worth, Florida 33467.

6. The latest date upon which the Partnership shall dissolve is December 31, 2020.

The execution of this certificate by the undersigned general partners 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 all of the general partners of Zorn
Associates, Ltd., this 18 day of December, 1975.

GENERAL PARTNERS


EDWARD S. ZORN


ROSETTA S. ZORN

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PH 2:58

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Zorn Associates, Ltd., a Florida Limited Partnership (the "Partnorship") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, horeby 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


EDWARD S. ZORN

FILED STATE SHRS
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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared EDWARD S. ZORN and ROSETTA S. ZORN, constituting all of the general partners of Zorn Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as 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 as follows:

SIX HUNDRED THOUSAND DOLLARS (\$600,000.00)

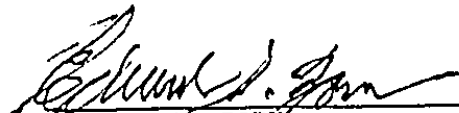
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

00.00

FURTHER AFFIANT SAYETH NOT.

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

DATED: December 18, 1995


EDWARD S. ZORN,
General Partner


ROSETTA S. ZORN,
General Partner

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BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared EDWARD S. ZORN and ROSETTA S. ZORN, known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and they acknowledged to me and before me that they executed this Affidavit as General Partners of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of December, 1995.



NOTARY PUBLIC

My Commission Expires



filed/qk

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