

A96000000083

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

HAYWARD ADAMS
1916-1995

PAUL B. ANTON
1987-1991

HILTON B. BLAUT *
ELLEN B. BRYAN
ALAN B. COHN *
ANDY M. CUSTER
MAURICE M. GARCIA
GENE K. GLASSER *
STANLEY D. GOTTSCHEN *
SCOTT A. ORTH
JENNIFER C. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
NEUBER M. SCHNEIDER * K *
PETER R. BIEGEL
JACK P. WEINB
DAVID WEISMAN *
KAREN A. YOUNG

EDWARD B. REBNICK (RET.)

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

0 BOARD CERTIFIED REAL ESTATE LAWYER

* MEMBER OF U.S. BAR
* MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

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MIAMI (305) 940-8440
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PLEASE REPLY TO:

Hollywood
FILE NO.:

SL2-0001

January 4, 1996

VIA CERTIFIED MAIL # P 611 044 608

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

RE: SHILOH 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 SHILOH FAMILY, LTD. Also enclosed is our firm 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, Rick Allen at Ext. 132.

Sincerely yours,


ALAN B. COHN

ABC:rea
Enclosures

CC
1-11-96 aw

95 JAN -8 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SHILOH FAMILY, LTD.

a Florida Limited Partnership

A96000000083

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 SHILOH FAMILY, LTD.

2. The address of the office of the partnership is 5775 West Hallandale Beach Boulevard, Hallandale, Florida 33009.

3. The name and address of the agent for service of process on the partnership is ALAN B. COHN, c/o Abrams, Anton, 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 RICHARD STANTON and LINDA STANTON, as tenants by the entirety, 5775 West Hallandale Beach Boulevard, Hallandale, Florida 33009.

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SHILOH FAMILY, LTD. this 3 day of August, 1995.

Witnesses:

GENERAL PARTNER:

RICHARD STANTON and LINDA STANTON,
as Tenants by the Entirety

By:

Richard Stanton
RICHARD STANTON, Tenant by the
Entirety

By:

Linda Stanton
LINDA STANTON, Tenant by the
Entirety

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

foregoing 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

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared RICHARD STANTON and LINDA STANTON, as Tenants by the Entirety, the General Partner of SHILOH 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:

\$500,000.00.

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

-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:

RICHARD STANTON and LINDA STANTON,
as Tenants by the Entirety

By: Richard Stanton
RICHARD STANTON, Tenant by the
Entirety

By: Linda Stanton
LINDA STANTON, Tenant by the
Entirety

The foregoing Affidavit was subscribed and acknowledged before me by RICHARD STANTON, who is personally known to me or who has produced N/A as identification and who did take an oath, on this 21st day of August, 1995.

R. M. [Signature]
Notary Public, State of Florida
Tennessee
file

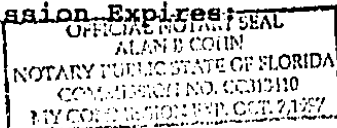
My Commission Expires:

State of Florida
County of Broward

The foregoing Affidavit was subscribed and acknowledged before me by LINDA STANTON, who is personally known to me or who has produced N/A as identification and who did take an oath, on this 3 day of August, 1995.

[Signature]
Notary Public, State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED