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LEFKOWITZ, KOLTUN & TOPHAM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** ALSO ADMITTED IN OHIO AND KENTUCKY
+ ALSO ADMITTED IN MASSACHUSETTS

February 14, 1996

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Rapp Family Partnership, Ltd.

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Limited Partnership (with Acceptance of Registered Agent) and Affidavit of Capital Contribution in connection with the above-referenced limited partnership.

Please endorse your approval of the Certificate and Affidavit on the duplicate copy, certify and return it to me.

Three checks are also enclosed in the total amount of \$1,837.50 to cover the \$1,750.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Limited Partnership and the \$35.00 fee for filing the Acceptance of Registered Agents.

Yours very truly,

Ivan M. Lefkowitz

IML:SR

Enclosures

Mr. Robert Hara (w/ encl.)
Alan Moss, C.P.A. (w/ encl.)

Document	100
Exhibit	100
Index	100
Verifying	100
W. P. Verifier	100

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****612.50 ****612.50

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TC
\$1,256,464.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAPP FAMILY PARTNERSHIP, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF RAPP FAMILY PARTNERSHIP, LTD., dated this 26th day of January, 1996, is hereby filed in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986). In accordance with Section 620.108, Florida Statutes, the following information is provided:

1. The name of the Limited Partnership being formed by the execution and filing of this Certificate of Limited Partnership is RAPP FAMILY PARTNERSHIP, LTD.

2. The name of the Limited Partnership's agent for service of process is IVAN M. LEFKOWITZ, Esquire. The address of the Limited Partnership's agent for service of process is 430 North Mills Avenue, Orlando, Florida 32803.

3. The name and business address of the General Partner of the Limited Partnership is as follows:

Name

Business Address

HARA MANAGEMENT, INC.

118 N. Wymore Road
Winter Park, FL 32789

PA50000 75590

4. The mailing and business address of the Limited Partnership is 118 North Wymore Road, Winter Park, Florida 32789.

5. The Limited Partnership shall terminate and dissolve no later than forty (40) years from the date of execution of this Certificate of Limited Partnership.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership as of the date set forth above.

GENERAL PARTNER:
HARA MANAGEMENT, INC.

By: _____

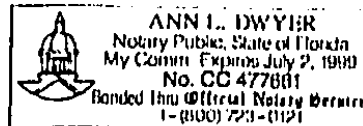
Robert Hara
ROBERT HARA, President

STATE OF FLORIDA)

COUNTY OF Orange)

The foregoing instrument was acknowledged before me this 26 day of January, 1996, by ROBERT HARA, who acknowledged before me that he is the President of the above corporation named as the General Partner, and that he is authorized to and has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. ROBERT HARA is personally known to me or was identified by me as follows: _____ and did not take an oath prior to executing this instrument.

Ann L. Dwyer
Notary Public
My Commission Expires:

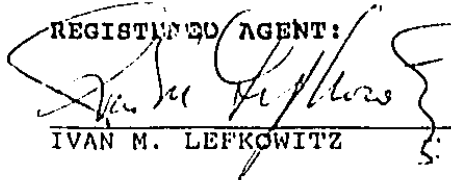


ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: JAN 30, 1996.

REGISTERED AGENT:


IVAN M. LEFKOWITZ

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AFFIDAVIT OF CAPITAL CONTRIBUTION
OF LIMITED PARTNERS OF
RAPP FAMILY PARTNERSHIP, LTD.

The undersigned, being all of the General Partners of RAPP FAMILY PARTNERSHIP, LTD. (the "Partnership"), make the following declarations pursuant to Section 620.108, Florida Statutes:

1. The amount of the capital contributions of the Limited Partners of the Partnership is \$1,256,464.00.

2. It is not presently anticipated that the Limited Partners will make additional capital contributions to the Partnership. In the event any Limited Partner makes an additional contribution to the Partnership, a supplemental affidavit shall be filed with the Department of State.

GENERAL PARTNER:

HARA MANAGEMENT, INC.

By: Robert Hara
ROBERT HARA, President

STATE OF FLORIDA)

COUNTY OF Orange)

The foregoing instrument was acknowledged before me this 26 day of January, 1996, by ROBERT HARA, who acknowledged before me that he is the President of the above corporation named as the General Partner, and that he is authorized to and has executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. ROBERT HARA is personally known to me or was identified by me as follows: _____, and did not take an oath prior to executing this instrument.

Ann L. Dwyer
Notary Public
My Commission Expires:

m:rapp.aff

