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SCHARLIN, LANZETTA, COHEN, COBB AND EBIN
ATTORNEYS AT LAW
UNITED NATIONAL BANK BUILDING
1399 S.W. FIRST AVENUE
MIAMI, FLORIDA 33130

HOWARD H. SCHARLIN
JOHN A. LANZETTA
LEWIS H. COHEN
THOMAS C. COBB
LINDA EBIN

TELEPHONE 358-4222
AREA CODE 308
FAX 358-0002

February 22, 1996

Secretary of State of Florida
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

200001723012
-02/23/96--01080--002
***1846.25 ***1846.25

Re: Menorah Realty, Ltd.

Gentlemen:

Enclosed herewith is the original and one (1) copy of the Certificate of Limited Partnership and Affidavit of Contribution for the above-named Florida Limited Partnership.

Also enclosed is a check in the amount of \$1,846.25 representing payment of the following:

Filing Fee	-	\$1,750.00
Certified Copy	-	52.50
Certificate of Status	-	8.75
Registered Agent Fee	-	35.00
		<u>\$1,846.25</u>

Please file the enclosed and forward a certified copy to the undersigned at your earliest opportunity.

Thank you for your prompt attention to this matter.

Sincerely,

SCHARLIN, LANZETTA, COHEN,
COBB AND EBIN

CC + Cus
THOMAS C. COBB, ESQUIRE

TCC/cl
Enclosures
menorah.las

56 FEB 23 PM 1996
TALLAHASSEE
SECRET
FEB 23 1996

AA6000000383
CERTIFICATE OF LIMITED PARTNERSHIP

OF

MENORAH REALTY, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

1. The name of the Partnership is MENORAH REALTY, LTD.
2. (a) The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

c/o Thomas C. Cobb, Esq.
1399 S.W. First Avenue
Suite 400
Miami, Florida 33130

- (b) The name and address of the Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

Thomas C. Cobb, Esq.
Scharlin, Lanzetta, Cohen,
Cobb and Ebin
1399 S.W. First Avenue
Miami, Florida 33130

3. The name and the business address of the sole general partner is:

Name:

DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada under the name of Dalfen's Atlantic Enterprises Limited, and authorized to transact business in Florida

This Instrument Prepared by:
Thomas C. Cobb, Esq.
Florida Bar No. 113517
Scharlin, Lanzetta, Cohen,
Cobb & Ebin
1399 SW First Avenue
Miami, FL 33130
(305) 358-4222

Address:

Attention: Murray Dalfen, President
8479 Place Devonshire
Ville Mont-Royal
Quebec H4P 1S5, CANADA

RECEIVED
SECRETARY OF STATE
FEB 23 PM 12:03
TELETYPE UNIT

- 4 The mailing address for the Partnership is:

c/o Dalfen's Atlantic Enterprises Limited
ATTN: Murray Dalfen, President
8479 Place Devonshire
Villa Mont-Royal
Quebec H4P 1S5, CANADA

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until December 31, 2092, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the 16th day of February, 1996.

General Partner:

Witnesses:

Print Name: Rachel Kieffer

DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada, under the name of Dalfen's Atlantic Enterprises Limited, and authorized to transact business in Florida

Mario H. Claude
Print Name: MARIO H. CLAUDE

By: M. Dalfen
Murray Dalfen, President

COMMONWEALTH OF CANADA)

PROVINCE OF QUEBEC)

The foregoing Certificate of Partnership for MENORAH REALTY, LTD., was acknowledged before me this 16 day of February, 1996, by Murray Dalfen, who is personally known to me ~~or has produced~~ as identification, as President of DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada as Dalfen's Atlantic Enterprises Ltd., and authorized to transact business in Florida on

behalf of the corporation as general partner of Menorah Realty, Ltd.

Gloria Shalinsky

G. Shalinsky
COMMISSIONER OF CHIEF
#100-026

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Thomas C. Cobb
Thomas C. Cobb

Dated: February 20, 1996

RECEIVED
56 FEB 23 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

COMMONWEALTH OF CANADA)
) : SS
PROVINCE OF QUEBEC)

SECRET
56 FEB 23 PM 12:00
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public, personally appeared Murray Dalfen, as President of DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada under the name of Dalfen's Atlantic Enterprises Limited, the general partner of MENORAH REALTY, LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada under the name of Dalfen's Atlantic Enterprises Limited (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name MENORAH REALTY, LTD.

3. The capital contribution and anticipated capital of the initial limited partners is ~~\$2,150,440.00~~ \$2,180,242. *m.e.*

4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

M. Dalfen
Murray Dalfen

COMMONWEALTH OF CANADA)
)
PROVINCE OF QUEBEC)

The foregoing Affidavit for MENORAH REALTY, LTD., was acknowledged before me this 16 day of February, 1996, by Murray Dalfen, who is personally known to me ~~or has~~ produced as identification, as President of DALFEN'S ATLANTIC ENTERPRISES LIMITED, INC., a Canadian corporation organized under the federal laws of Canada as Dalfen's Atlantic Enterprises Ltd., and authorized to transact business in Florida on behalf of the corporation as general partner of Menorah Realty, Ltd.

T:\CCCDALFEN\BOYSTON\CLPHEIL

GLOBIA SHALINSKY
G. Dalfen
COMMISSIONER OF OATHS #100-026