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Paul S. Labiner

*Attorney and Counselor at Law
Admitted in N.Y., N.J. and Florida*

March 11, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

2255 Gladys Road
Suite 422-S1
Boca Raton, FL 33431
Tel (407) 998-2962
Fax (407) 998-2952
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***1837.00 ***1837.00
880001742008
-03/13/96--01109--002
*****0.50 *****0.50

RE: ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.

Enclosed is an original and one (1) copy each of the

1. Certificate Of Limited Partnership of Zenderman Family Limited Partnership #1, LTD.;
2. Acceptance Of Appointment As Registered Agent;
3. Affidavit's Of Capital Contributions; and
4. two (2) checks payable to State of Florida for a total of \$1,837.50 which includes:
 - a. \$1750.00 Filing Fee
 - b. 35.00 Designation of Registered Agent
 - c. 52.50 Certified Copy
5. a self-addressed return envelope provided for your convenience.

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,

Paul S. Labiner
Paul S. Labiner, Esq.

dcc
Enclosures

cc: Marcela and Enrique Zenderman

CC
3/14/96a

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TALLAHASSEE, FL 32314
FBI

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CERTIFICATE OF LIMITED PARTNERSHIP OF
ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.

2. The address of the office of the Partnership is 727 Fairway Drive, Miami Beach, Florida 33147.

3. The name and address of the agent for service of process on the Partnership is PAUL S. LABINER, 2255 Glades Road, Suite 422A, Boca Raton, Florida 33431.

4. The name and business address of the general partners are ENRIQUE ZENDERMAN and MARCELA ZENDERMAN whose address is 727 Fairway Drive, Miami Beach, Florida 33147.

5. The mailing address of the Partnership is 727 Fairway Drive, Miami Beach, Florida 33147.

6. The latest date upon which the Partnership shall dissolve is December 10, 2005.

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 on behalf of the General Partners of the ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD. this 30th day of November, 1995.

GENERAL PARTNER:

By: [Signature]
Name: ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.
Title: ENRIQUE ZENDERMAN
GENERAL PARTNER

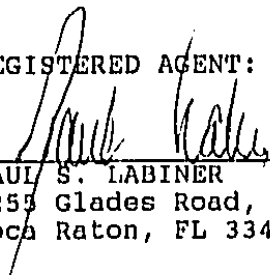
GENERAL PARTNER:

By: [Signature]
Name: ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.
Title: MARCELA ZENDERMAN
GENERAL PARTNER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



PAUL S. LABINER
2255 Glades Road, Suite 422A
Boca Raton, FL 33431

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FBI

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ENRIQUE ZENDERMAN, Limited Partner, and MARCELA ZENDERMAN, Limited Partner, of 727 Fairway Drive, Miami Beach, Florida 33147, limited partners of the ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD. (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, in the aggregate, Three Hundred Thousand and No/100 (\$ 300,000) Dollars.

2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

ENRIQUE ZENDERMAN

MARCELA ZENDERMAN

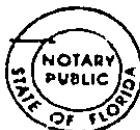
Date: November 30 1995

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 ENRIQUE ZENDERMAN and MARCELA ZENDERMAN, 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 a Limited Partner of the ZENDERMAN FAMILY LIMITED PARTNERSHIP #1, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 30th day of November, 1995.

Paul Lachner
NOTARY PUBLIC
State of Florida

(SEAL)



PAUL LACHNER
My Comm Exp. 2/01/97
Bonded By Service Inc
No. CC256329
Notary Public

My Commission Expires: _____