

Charter Number Only

A96000000757

4/17/96
Genet Gertz
Requestor's Name
1323 SE 3rd
Address
Fort Lauderdale, FL 33316
City State ZIP Phone

305 764-0005

VALIDATION ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 23 AM 10:38

CORPORATION(S) NAME

R96000001694

S+K Holding Ltd

04/26/96--01005--001
*****52.50 *****52.50

by

Same

04/26/96--01005--002
*****55.00 *****55.00

- () Profit () Amendment () Merger
() NonProfit () Dissolution () Mark
() Foreign () Annual Report () Other
(X) Limited Partnership () Reservation () Change of Registered Agent
() Reinstatement () Certificate Under Seal
() Certified Copy () Photo Copies
() Call When Ready () Call If Problem () After 4:30
() Walk In () Will Wait (X) Pick Up () Mail Out

Name	BK
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

J. TAX _____
FILING 52.50
R. AGENT FEE 35.00
C. COPY _____
TOTAL 87.50
N. BANK _____
BALANCE DUE _____
FEEWD _____

W960000018487

BK

4/23/96



Toll Free: 1-800-432-3028

CERTIFICATE OF LIMITED PARTNERSHIP
for
S-K HOLDINGS, LTD.

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

The *name* of the limited partnership shall be Headway Investment Associates, Ltd.

The *agent for service of process* shall be:

Name
Jeff Krinsky

Address
399 West Palmetto Park Road
Suite 104
Boca Raton, Florida 33432

The *General Partners* shall be:

Name
Jeff Krinsky

Address
399 West Palmetto Park Road
Suite 104
Boca Raton, Florida 33242


Daniel Sirlin

399 West Palmetto Park Road
Suite 104
Boca Raton, Florida 33432

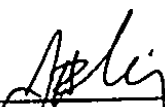
The *dissolution date* shall be on January 1, 2075 or as otherwise provided by law.

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.

Executed this 15th day of April, 1996.



Daniel Sirlin
General Partner of S-K Holdings, Ltd.



Jeff Krinsky
General Partner of S-K Holdings, Ltd.

Prepared by:

Staci H. Genet, Esq.
GENET & GERTZ, P.A.
1323 Southeast Third Avenue
Fort Lauderdale, FL 33316
Fla. Bar No. 980420

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent in the foregoing Certificate of Limited Partnership, I, Jeff Krinsky, on behalf of S-K Holdings, Ltd., 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



Jeff Krinsky

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Prepared by:
 Stuart H. Genet, Esq.
 GENET & GERTZ, P.A.
 1323 Southeast Third Avenue
 Fort Lauderdale, FL 33316
 Fla. Bar No. 980420

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
 COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, personally appeared, Daniel Sirlin and Jeff Krinsky, General Partners of S-K Holdings, Ltd. (hereinafter the "Limited Partnership"), which is located at 399 West Palmetto Park Road, Suite 104, Boca Raton, Florida 33432, who, upon being duly sworn certified as follows:

1 The amount of capital contribution to the Limited Partnership made by the limited partners is as follows:

Daniel Sirlin.....\$10.00

Jeff Krinsky.....\$10.00

2. The amount of additional capital contributions anticipated to be contributed to the Limited Partnership by the limited partners is as follows:

\$ 0.00

FURTHER AFFIANT SAYETH NOT.


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.

Dated this 15th day of April, 1996.



Daniel Sirlin
 General Partner, S-K Holdings, Ltd.

(Notary of signature of D. Sirlin on next page)



Jeff Krinsky
General Partner, S-K Holdings, Ltd.

BEFORE ME, the undersigned authority, personally appeared Jeff Krinsky and Daniel Sirlin, who, are personally known to me or who produced _____ as identification and after first being duly sworn, subscribed or acknowledged to have subscribed the above Affidavit of Capital Contributions for S-K Holdings, Ltd. on this 15 day of April, 1996.



NOTARY PUBLIC
Printed name of Notary:

(seal)



PAMELA J. LANTER
My Commission CC378006
Expires May. 23, 1998
Bonded by HAI
800-422-1555

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