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MICHAEL D. TANNENBAUM
Attorney at Law

2181 PALM BEACH LAKES BLVD
SUITE 304
WEST PALM BEACH, FLORIDA 33409

Palm Beach County (407) 471-1400
Deerfield / Boca (954) 421-0025
Fax (407) 603-7551

April 9, 1996

FILED
95 APR 18 PM 2:11
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

RE: Tofsky Associates, Ltd.

Dear Sir or Madam:

CM

Enclosed please find the original and one copy of the Certificate Of Limited Partnership Of Tofsky Associates, Ltd., a Florida Limited Partnership. Also enclosed is my check in the amount of \$140.00 covering the following charges:

Filing Fee	\$1,750.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	<u>\$1,837.50</u>

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***1837.50 ***1837.50

Please forward a certified copy to me at the above address.

If you should have any questions, please feel free to contact me.

Very truly yours,

MICHAEL D. TANNENBAUM

MDT/wg
Enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
OF
Tofsky Associates, Ltd.
a Florida Limited Partnership

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is Tofsky Associates, Ltd.
2. The address of the office of the Partnership is 3560 South Ocean Boulevard, #406, Palm Beach, Florida 33480.
3. The name and address of the agent for services of process on the Partnership is Jack Tofsky, 3560 South Ocean Boulevard, #406, Palm Beach, Florida 33480.
4. The names and business addresses of the general partners are as follows:

Jack Tofsky
3560 South Ocean Boulevard
#406
Palm Beach, Florida 33480

Dora Tofsky
3560 South Ocean Boulevard
#406
Palm Beach, Florida 33480

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5. The mailing address of the Partnership is 3560 South Ocean Boulevard, #406, Palm Beach, Florida 33480.
6. The latest date upon which the Partnership shall dissolve is December 31, 2020.

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 by all of the general partners of Tofsky Associates, Ltd., this 15 day of March, 1996.

GENERAL PARTNERS

Jack Tofsky
JACK TOFSKY


Dora Tofsky
DORA TOFSKY

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Tofsky Associates, 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



JACK TOFSKY

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared JACK TOFSKY and DORA TOFSKY, constituting all of the general partners of Tofsky Associates, Ltd., a Florida Limited Partnership, hereinafter referred to as 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 as follows:

FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00)

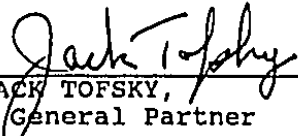
2. The amount of additional capital contribution anticipated to be contributed by the Limited Partners is as follows:

NONE

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

DATED: March 15, 1996



JACK TOFSKY,
General Partner

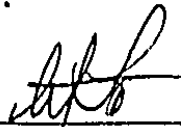


DORA TOFSKY,
General Partner

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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 JACK TOFSKY and DORA TOFSKY, 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 General Partners of said Partnership.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 15, day of March, 1996.



NOTARY PUBLIC

My Commission Expires

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