

CAPITAL CONNECTION, INC.

417 E. Virginia St., Tallahassee, FL 32301, (904) 221-8877
 Mailing Address: Post Office Box 1009, Tallahassee, FL 32301
 TOLL FREE No. 1-800-922-8862
 FAX (904) 221-8822

AG 6000008 20
Local Partnership

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

hrc 4/30/96

G. TAX _____
 FILING 1400.00
 R. AGENT FEE 35.00
 G. COPY _____
 TOTAL 1435.00
 N. BANK _____
 BALANCE DUE _____
 REFUND _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____
 BY *[Signature]* CK No. _____

WALK-IN *4/29 12:00*
 Will Pick Up _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 96 APR 30 PM 4:12

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF
LIMITED PARTNERSHIP
OF
LIEBESKIND REAL ESTATE PARTNERSHIP, LTD.

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF LIEBESKIND REAL ESTATE PARTNERSHIP, (the "Partnership") is being executed by the undersigned for the purpose of forming a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act.

- FIRST:** The name of the Limited Partnership is LIEBESKIND REAL ESTATE PARTNERSHIP, LTD.
- SECOND:** The address of the office of the Partnership where the records will be maintained is 600 Parkview, Apartment 609, Hallandale, Florida 33009.
- THIRD:** The name and address of the agent for service of process is ALAN S. GASSMAN, 1245 Court Street, Suite 102, Clearwater, Florida 34616.
- FOURTH:** The names, business address and mailing address of each General Partner are as follows:

LIEBESKIND REAL ESTATE, INC., a Florida Corporation
600 Parkview, Apt. 609
Hallandale, Florida 33009

P46 000031742

- FIFTH:** The mailing address of the Limited Partnership is 600 Parkview, Apartment 609, Hallandale, FL 33009. The mailing address and the principal place of business address are the same.
- SIXTH:** The latest date on which the Limited Partnership is to dissolve is fifty years from the date this Certificate is filed with the Secretary of State of Florida.

I, the undersigned General Partner, declare under penalties of perjury that I have examined the foregoing and it is true, correct and complete.

DATED this 22 day of April, 1996.

LIEBESKIND REAL ESTATE, INC.

By: Dora B. Liebeskind

Its: resident

"General Partner"

Liebeskind\partnership.re\certific.tld
emt*saw *met 4-6-96

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DIVISION OF CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, acting as Assistant Vice President and Assistant Secretary of LIEBESKIND REAL ESTATE, INC., a Florida Corporation, which is the General Partner of LIEBESKIND REAL ESTATE PARTNERSHIP, a Florida Limited Partnership being formed pursuant to Florida Statute § 620.108, does hereby, under penalty of perjury and to the best of the undersigned's knowledge and belief, declare as follows:

The amount of capital contribution of the Limited Partners and the amount anticipated to be contributed by the Limited Partners with respect to the Partnership is \$200,000.00.

FURTHER, Affiant sayeth not.

DATED this 22nd day of April, 1996.



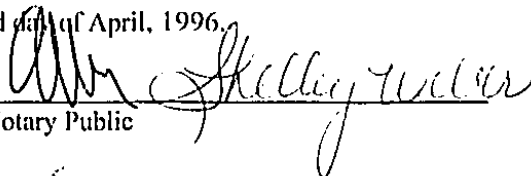
ALAN S. GASSMAN

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared ALAN S. GASSMAN, acting as an Officer of LIEBESKIND REAL ESTATE, INC., who expressed that he executed the foregoing Affidavit for the purposes therein expressed.

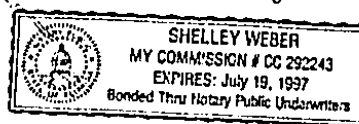
WITNESS my official hand and seal this 22nd day of April, 1996.



Notary Public

My Commission Expires:

LiebeskindPartnership.REVAffidavit
saw 4-22-96



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and this Certificate of Limited Partnership, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

ALAN S. GASSMAN, ESQUIRE
1245 Court Street
Suite 102
Clearwater, Florida 34616

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



ALAN S. GASSMAN, ESQUIRE

(SEAL)

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A9600000820

ALAN S. GASSMAN*
TAMI F. CONETTA
JAMES F. GULECAB*

*LL. M. IN TAXATION
+BOARD CERTIFIED
ESTATE PLANNING AND
PROBATE LAW

PARALEGAL
SHELLEY WEBER

1245 COURT STREET
SUITE 102
CLEARWATER, FLORIDA 34618
TELEPHONE: (813) 442-1200
FAX: (813) 443-6620

April 15, 1997

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Florida Department of State
Limited Partnership Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

100002151131--5
-04/22/97--01094--001
*****52.50 *****52.50

Re: **Liebeskind Real Estate Partnership, Ltd.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Cancellation of Limited Partnership to be filed for the above-named Partnership. In addition, I have enclosed my check payable to the Secretary of State in the amount of \$52.50 for the filing fee.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,
Alan S. Gassman
Signed in Mr. Gassman's Absence
To Prevent Delay

Alan S. Gassman

ASG:emt
Enclosure

cc: Mark Nemet, CPA (w/encs.)
Shelly Nadler (w/encs.)
Ruth Sniad (w/encs.)
Dora B. Liebeskind (w/encs.)

liebeskind\partners.rel\conversion\sec.state
1087

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APR 22 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*postmarked
4/15/97*

Name Availability	<i>ASG</i>
Document Examiner	<i>ASG</i>
Updater	<i>ASG</i>
Updater Verifier	<i>ASG</i>
Acknowledgment	<i>ASG</i>
W. P. Verifier	<i>ASG</i>

FILED

SEP 22 1997

SECRETARY OF STATE

**CANCELLATION OF CERTIFICATE OF LIMITED PARTNERSHIP OF
LIEBESKIND REAL ESTATE PARTNERSHIP, LTD.**

THE UNDERSIGNED, desiring to cancel the Certificate of Limited Partnership of the LIEBESKIND REAL ESTATE PARTNERSHIP, LTD., a Florida Limited Partnership, hereby certify as follows:

- FIRST:** The name of the Limited Partnership is the LIEBESKIND REAL ESTATE PARTNERSHIP, LTD., a Florida Limited Partnership.
- SECOND:** The date of filing of the Certificate of Limited Partnership was April 30, 1996.
- THIRD:** The reason for filing the certificate of cancellation is the conversion of the Limited Partnership to the LIEBESKIND REAL ESTATE LIMITED PARTNERSHIP, a Nevada Limited Partnership.

WE, the undersigned General Partners, declare under penalties of perjury that we have examined the foregoing and it is true, correct and complete.

DATED this 5th day of April, 1997.

Dora Bergman Liebeskind
DORA BURGMAN LIEBESKIND, as
Trustee of the DORA BURGMAN
LIEBESKIND LIVING TRUST
AGREEMENT dated June 28, 1993
General Partner

Ruth P. Sniad
RUTH P. SNIAD, as Trustee of the RUTH P.
SNIAD GIFTING TRUST dated April 6,
1996
General Partner

Shelly B. Nadler
SHELLY B. NADLER, as Trustee of the
SHELLY B. NADLER GIFTING TRUST
dated April 6, 1996
General Partner

JALALIBDISKIPARTNERS.RECONVERSINCERTCANC.LTD
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TALLAHASSEE, FLORIDA