

TESCHER CHAVES RUBIN FORMAN & MULLER P.A.

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April 29, 1996

REPLY TO: Boca Raton

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200001814172
-05/09/96--01013--001
***1837.50 ***1837.50

Re: Certificate of Limited Partnership of L & L Partners, Ltd.

Gentlemen:

Enclosed please find an original and one copy of Certificate of Limited Partnership of L & L Partners, Ltd. for filing with the Secretary of State. I have enclosed a check in the amount of \$1,837.50 which represents the following fees:

- \$1,750.00 filing fee based on contributions
- 52.50 certified copy
- 35.00 fee for Registered Agent Designation

FILED
96 MAY - 8 PM 4: 03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CM

Please return a certified copy of the Certificate of Limited Partnership to this office in the self addressed stamped envelope provided.

Should you have any questions, please contact me.

Sincerely,

Robert A. Chaves

RAC/smm
enclosures

CERTIFICATE OF LIMITED PARTNERSHIP
OF
L&L PARTNERS, LTD.

The undersigned, pursuant to the provisions of Section 620.109 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

L&L PARTNERS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership are:

M & W Agents, Inc.
9100 S. Dadeland Blvd.
Suite 1707
Miami, Florida 33156-7819

3. GENERAL PARTNER.

The names and business addresses of the general partners are as follows:

Lewis Mittman Revocable Trust
Lewis Mittman, Trustee
90 Harbor Way
Bal Harbor, Florida 33154

Lillian Mittman Revocable Trust
Lillian Mittman, Trustee
90 Harbor Way
Bal Harbor, Florida 33154

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership are as follows:

FILED
TALLAHASSEE, FLORIDA

96 MAY -8 PM 4: 03

90 Harbor Way
Bal Harbor, Florida 33154

5. DISSOLUTION DATE.

The latent date upon which the Limited Partnership is to dissolve is April 1, 2036.

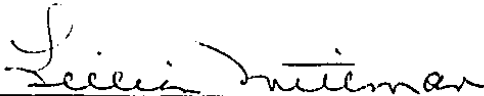
IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at MIAMI, Florida, this 26 day of March, 1996.

Lewis Mittman Revocable Trust



By: Lewis Mittman, Trustee, General Partner

Lillian Mittman Revocable Trust



Lillian Mittman, Trustee, General Partner

RECORDED
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95 MAY -9 PM 4:03
TALLAHASSEE, FLORIDA

FILED

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for LAL PARTNERS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 26 day of March, 1996.

M & W Agents, Inc.

By 

ROBERT A. CHAVES, Vice President

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96 MAY -8 PM 4: 03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
COUNTY OF Dade) SS

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

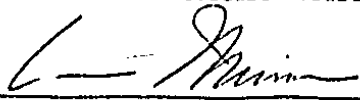
96 MAY -8 PM 3: 03

FILED

The undersigned General Partners of L&L PARTNERS, LTD. (the "Limited Partnership"), being duly sworn, depose and say:

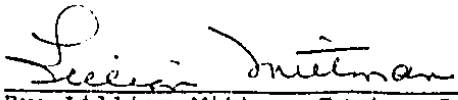
The total capital contributions of the limited partners of the Limited Partnership through this date is \$1.00 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$1,500,000.00.

Lewis Mittman Revocable Trust



By: Lewis Mittman, Trustee, General Partner

Lillian Mittman Revocable Trust



By: Lillian Mittman, Trustee, General Partner

STATE OF FLORIDA)
)
COUNTY OF DALLAS) SS

The foregoing instrument was signed before me this 26 day of March, 1996, by Lewis Mittman in the capacity indicated. They are personally known to me or have produced a Florida Driver's License as identification and did take an oath.

Lewis Mittman

Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

OFFICIAL NOTARY SEAL
ANN TATEM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC395890
MY COMMISSION EXP. AUG. 10, 1998

My commission expires:

STATE OF FLORIDA)
)
COUNTY OF DALLAS) SS

The foregoing instrument was signed before me this 26 day of March, 1996, by Lillian Mittman in the capacity indicated. They are personally known to me or have produced a Florida Driver's License as identification and did take an oath.

Lillian Mittman

Name: _____
Commission No.: _____
Notary Public
State of Florida at Large

OFFICIAL NOTARY SEAL
ANN TATEM
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC395890
MY COMMISSION EXP. AUG. 10, 1998

My commission expires:

michael\mittman\ceritd.000

FILED
96 MAY -8 PM 03
FALLS CHURCH, FLORIDA