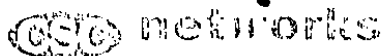


1201 HAYS STREET
MIAMI, FL 33131-2607
800-342-8086
A96000000926



ACCOUNT NO. : 072100000032

REFERENCE : 959805 10602A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 20, 1996

ORDER TIME : 1:43 PM

ORDER NO. : 959805

CUSTOMER NO: 10602A

CUSTOMER: Scott Margules, Esq
SCOTT MARGULES, ESQ

The Ives Building, Suite 303
20801 Biscayne Boulevard
North Miami Bea, FL 33180

SECRET
STATE
DEPARTMENT
OFFICE OF
SECURITY
95 MAY 20 PM 3:03

1000011836581
05/20/96 10:00:01
****554.75 ****554.75

DOMESTIC FILING

NAME: THE FREY FAMILY LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia E. Lott

EXAMINER'S INITIALS:

G. TAX
FILING 519.75
R. AGENT FEE 25.00
C. COPY
TOTAL 544.75
A. HABA
BALANCE DUE

mk 5/20/96

391

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE FREY FAMILY
LIMITED PARTNERSHIP
A Florida Limited Partnership

RECEIVED
JAN 20 1996
PM 3:03
FILED - STATE
RECORDS

The party hereto does hereby certify that an Agreement was made effective the 1st day of January, 1996, at Miami, Florida:

W I T N E S S E T H :

1. Name. The name of this Limited Partnership is THE FREY FAMILY LIMITED PARTNERSHIP.

2. Address of Office Where Records are Kept. The address of the office where records are maintained pursuant to Section 620.106 is 70 Northeast 40th Street, Miami, Florida 33137.

3. Name and Address of Agent for Service of Process. The name and address of the agent for service of process is:

NAME

ADDRESS

Marshall Frey

70 Northeast 40th Street
Miami, Florida 33137

4. Name and Business Address of General Partner. The name and business address of the General Partner is:

GENERAL PARTNER

PLACE OF BUSINESS

Marshall Frey

70 Northeast 40th Street
Miami, Florida 33137

5. Mailing Address. The mailing address of this Limited Partnership is 70 Northeast 40th Street, Miami, Florida 33137.

6. Term. The Limited Partnership shall begin on the date the Certificate of Limited Partnership is filed with the Department of State, and shall continue for 25 years thereafter unless sooner dissolved by law or by agreement of the partners or unless extended by a majority agreement of the Partners.

The Undersigned as sole General Partner of this Limited Partnership executes and files this certificate as required by Sections 620.108, 620.114 and 620.116 of the above-referenced Act.

GENERAL PARTNER:


MARSHALL FREY

I hereby acknowledge acceptance as Registered Agent for The Frey Family Limited Partnership.

REGISTERED AGENT:


MARSHALL FREY

REC'D - 3105
SECRETARY
95 MAY 20 PM 3:03

AFFIDAVIT OF GENERAL PARTNER
OF
THE FREY FAMILY LIMITED PARTNERSHIP

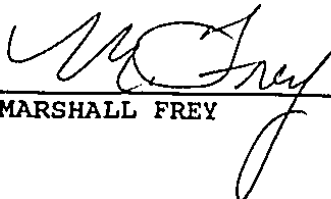
SECRET
66 MAY 20 PM 3:04

STATE OF FLORIDA)
COUNTY OF DADE) ss.

The Undersigned, being the General Partner of the
above-named Limited Partnership, having been duly sworn, does
heroby state as follows:

1. That the Undersigned is the General Partner of the
above-named Limited Partnership.
2. That the total contributions of Limited Partners in the
above-named Limited Partnership do not exceed \$74,250.
3. No additional contribution by the Limited Partners is
anticipated.

DATED the 1st day of January, 1996.


MARSHALL FREY

The foregoing instrument was acknowledged before me this
1st day of January, 1996, by Marshall Frey.


Notary Public
Residing at:

My commission expires:

