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Professional Taxes, Inc.

425 Cross St Suite 113 • Punta Gorda FL 33060 • (941) 637-0055

Estate & Income Tax Planning • Annuities, Health & Life Insurance • Investment Management

May 16, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: FORMATION OF FLORIDA LIMITED PARTNERSHIP

FILED
96 MAY 20 PM 3 08
TALLAHASSEE, FL

Dear Sir/Madam:

Enclosed are:

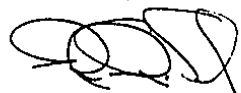
1. Certificate of Limited Partnership
2. Affidavit of Capital Contributions
3. A check for \$87.50 to cover the filing and registered agent fees.

Please note that the name of limited partnership is Professional Taxes, Ltd. I own Professional Taxes, Inc. which I plan on dissolving as soon as I receive notification from you by return mail that the enclosed limited partnership certificate was filed. I telephoned you and you told me if I sent a letter explaining what I was doing this would be ok. (The only reason for not dissolving Professional Taxes, Inc. first is until the limited partnership is accepted I need an entity to carry on business.) You have already sent me your forms to dissolve Professional Taxes, Inc.

Incidentally, on May 6th you filed the Articles of Incorporation for The Rosenwald Children Management Company who will be the general partner of this new limited partnership. I am the Director, President, Treasurer and Secretary of the general partner.

Thank you very much for your kind assistance.

Sincerely,



Roger Rosenwald
President


Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

5-20

CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

The undersigned, being desirous of forming a limited partnership under the Florida Revised Uniform Limited Partnership Act, hereby makes and signs the following certificate to that purpose:

1. The name of the partnership is PROFESSIONAL TAXES, LTD.
2. The partnership's principal place of business and mailing address is 425 Cross St #113, Punta Gorda FL 33950.
3. The registered agent is Roger W Rosenwald whose street address is 425 Cross St #113, Punta Gorda FL 33950. By signing hereunder, the registered agent hereby accepts the designation as the registered agent for service of process.



4. The latest date upon which the partnership is to be dissolved is 12/31/2040.
5. The names and places of residence of the general and limited partners are:

General Partner THE ROSENWALD CHILDREN MANAGEMENT COMPANY - 8460000
425 Cross St #113, Punta Gorda FL 33950 4113

Limited Partner WILLORA M ROSENWALD
425 Cross St #113, Punta Gorda FL 33950

6. The limited partner has contributed cash of \$4,950 to the partnership in return for which she shall receive 99% (ninty-nine percent) of the net profits of the partnership.
7. The purpose of the partnership shall be to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed on this 16th day of May, 1996.



Roger W Rosenwald, President of
The Rosenwald Children Management Company, General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of

PROFESSIONAL TAXES, LTD, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 4,950.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner, for the

ROSENWOLD CHILDREN MANAGEMENT COMPANY

General Partner

General Partner

General Partner

General Partner

General Partner

This 16th day of May, 19 96.