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MICHAEL D. TANNENBAUM

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May 15, 1996

FILED

96 MAY 31 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

RE: *Partners*
Fox Associates, Ltd.

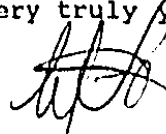
Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate Of Limited Partnership Of Fox Associates, Ltd., a Florida Limited Partnership. Also enclosed is my check in the amount of \$1,837.50 covering the fees.

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

Name	KWM
Availability	KWM
Director	KWM
Director	KWM
Director	KWM
Director	KWM
Director	KWM
Director	KWM

not avail
Y51700

Fox Partners, Ltd

531

MICHAEL D. TANNENBAUM

Attorney at Law

2161 PALM BEACH LAKES BLVD
SUITE 304
WEST PALM BEACH, FLORIDA 33411
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May 29, 1996

Mr. Kenny Manning
FLORIDA DEPARTMENT OF STATE
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

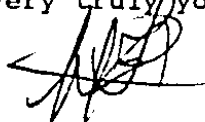
RE: FOX ASSOCIATES, LTD.
Ref. Number: W96000010978

Dear Mr. Manning:

Relative to the above-captioned matter and in accordance with your letter dated May 22, 1996 (copy attached), enclosed herewith is the original and one (1) copy of the Certificate of Limited Partnership of Fox Partners, Ltd., a Florida Limited Partnership.

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

Very truly yours,



MICHAEL D. TANNENBAUM

MDT/wg
encls.



FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

May 22, 1996

MICHAEL D. TANNENBAUM
2161 PALM BEACH LAKES BLVD.
STE. 304
W. PALM BEACH, FL 33409

SUBJECT: FOX ASSOCIATES, LTD.
Ref. Number: W96000010978

We have received your document for FOX ASSOCIATES, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 396A00025611

CERTIFICATE OF LIMITED PARTNERSHIP
OF
Fox Partners, Ltd.
a Florida Limited Partnership

96 12 31 11 45

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 Fox Partners, Ltd.
2. The address of the office of the Partnership is 3095 North Course Drive, Building 52, Apt. 1004, Pompano Beach, Florida 33062.
3. The name and address of the agent for services of process on the Partnership is Michael D. Tannenbaum, 2161 Palm Beach Lakes Blvd., Ste. 304, West Palm Beach, FL 33409.
4. The names and business addresses of the general partners are as follows:

Marjorie Fox
1209 4th Street
New Orleans, LA 70130

Shelley Fox Aarons
111 W. 67th Street, #41-A
New York, NY 10023

5. The mailing address of the Partnership is 3095 North Course Drive, Building 52, Apt. 1004, Pompano Beach, Florida 33062.

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 Fox Partners,
Ltd., this 11 day of April, 1996.

GENERAL PARTNERS

Marjorie Fox
MARJORIE FOX

Shelley Fox Arons
SHELLEY FOX ARONS

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Fox Partners, 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



MICHAEL D. TANNENBAUM

STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared MARJORIE FOX, a general partner of Fox Partners, 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 (\$500,000.00) DOLLARS


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

ONE MILLION (\$1,000,000.00) DOLLARS

FURTHER AFFIANT SAYETH NOT.

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

DATED: April 11, 1996


MARJORIE FOX
General Partner

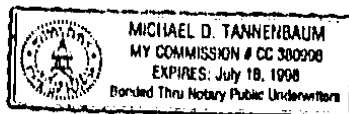
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared MARJORIE FOX, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as a General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11, day of April, 1996.



NOTARY PUBLIC

My Commission Expires



STATE OF *New York*
COUNTY OF *New York*

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared SHELLEY FOX AARONS, a general partner of Fox Partners, 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 (\$500,000.00) DOLLARS

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

ONE MILLION (\$1,000,000.00) DOLLARS

FURTHER AFFIANT SAYETH NOT.

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

DATED: 4/23/96

Shelley Fox Aarons

SHELLEY FOX AARONS
General Partner

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 SHELLEY FOX AARONS, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as a General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25, day of April, 1926.


NOTARY PUBLIC

My Commission Expires

LISA ROMANO
Notary Public, State of New York
No. 01105058208
Qualified in Nassau County
Commission Expires 4/1/08

filed