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Law Office of
Frank Brady, P.A.
370 W. Camino Gardens Blvd.
Suite 336 - 337
Hoon Raton, FL 33432

Frank R. Brady
Also Admitted to New Jersey Bar

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

Re: Formation of Limited Partnership

Gentlemen:

Enclosed are the original and one copy of the Certificate of Formation of Limited Partnership for Grau Family Investments, Ltd., together with an affidavit of capital contributions and registered agent appointment. Also enclosed is a check in the amount of \$140.00 to cover the formation, certified copy and registered agent fees. Please file the original certificate of formation and return a certified copy to me at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,

FRANK BRADY, P.A.

By: Frank Brady
Frank R. Brady, Esq.

FRB/jb
enclosures

Name	KWM
Availability	
Document Examiner	KWM
Updater	KWM
Typist	KWM
2	KWM
3	KWM

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Phone (407) 330-9256
Fax (407) 330-5024

June 20, 1996

ENCLOSURE 1-140.00
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CERTIFICATE OF FORMATION OF LIMITED PARTNERSHIP

06 JUL 1996

The undersigned, for the purpose of forming a limited partnership under and pursuant to the Florida Revised Uniform Limited Partnership Act (1906) (constituting §§ 620.101 et seq., Florida Statutes) and other applicable laws of the State of Florida, hereby certifies as follows:

1. Name of Limited Partnership. The name under which this Limited Partnership will operate and conduct its business is GRAU FAMILY INVESTMENTS, LTD.

2. Office for Maintenance of Business Records. The address of the office at which the official records of the Limited Partnership shall be kept, as required by § 620.106, Florida Statutes, is 540 N.E. 8th Street, Fort Lauderdale, Florida 33304.

3. Agent for Service of Process. The name and address of the Limited Partnership's agent to accept service of process in the State of Florida is:

Frank R. Brady, Esq.
370 Camino Gardens Blvd., Third Floor
Boca Raton, FL 33432

4. Names and Addresses of General Partner. The name and business address of each general partner of the Limited Partnership is as follows:

Name	Business Address
Gerard D. Grau	540 N.E. 8th Street Fort Lauderdale, FL 33304

5. Mailing Address of Partnership. The mailing address of the registered office of the Limited Partnership is:

GRAU FAMILY INVESTMENTS, LTD.
c/o Frank Brady, P.A.
370 Camino Gardens Blvd., Third Floor
Boca Raton, FL 33432

6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is June 30, 2036.

7. Effective Date. This certificate will become effective, and the Limited Partnership will be formed, on the date of filing of this Certificate with the Secretary of State.

IN WITNESS WHEREOF, the undersigned general partner of the Limited Partnership has hereunto set his hand this 19 day of June, 1996.


Gerard D. Grau,
General Partner

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Registered Office or Domicile for the
Service of Process Within This State and Naming Agent Upon Whom
Process May be Served.

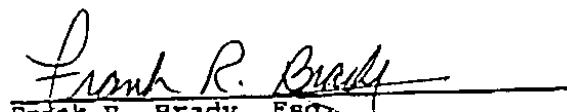
The following is submitted in compliance with §620.105,
Florida Statutes:

GRAU FAMILY INVESTMENTS, LTD. is a limited partnership organized
under the laws of the State of Florida, with its registered office
located at 370 Camino Gardens Blvd., Suite 300, in the municipality
of Boca Raton, County of Palm Beach, State of Florida 33432 and has
named Frank R. Brady, Esq. as its registered agent to accept
service of process within this State at the office specified in his
acceptance below.


Gerard D. Grau,
General Partner

ACCEPTANCE:

I hereby agree, as Registered Agent for GRAU FAMILY INVESTMENTS,
LTD., LTD., to accept Service of Process; to keep my office at 370
Camino Gardens Blvd., Suite 300, Boca Raton, Florida 33432 open
during prescribed hours; to post my name (and any other officers of
said corporation authorized to accept service or process at the
Florida designated address) in some conspicuous place in said
office as required by law.


Frank R. Brady, Esq.
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the general partners of GRAU FAMILY INVESTMENTS, LTD. (hereinafter referred to as the "Limited Partnership"), hereby declare that the capital contributions of all limited partners and general partners of the Limited Partnership are as follows:

1. Contributions of General Partners. The general partners of the Limited Partnership have made capital contributions in the form of either cash, tangible or intangible personal property, or real property in the following amounts:

Gerard D. Grau

None

It is anticipated that the general partners listed below will make additional capital contributions, in the form of either cash, tangible or intangible personal property, or real property, in the following amounts:

Gerard D. Grau

\$1.00

2. Contributions of Limited Partners. The limited partners have made capital contributions to the Limited Partnership, in the form of either cash, tangible or intangible personal property or real property, in the following amounts:

Gerard D. Grau,
individually

\$98.00

The Grau Family Irrevocable
Trust for the Benefit of the
Heirs and Descendants of Gerard
D. Grau, dated as of June 15,
1996

\$ 0.50

the GRAU FOUNDATION CHARITABLE
REMAINDER UNITRUST dated as of
April 10, 1996.

\$ 0.50

It is anticipated that the limited partners listed below will make additional capital contributions to the Limited Partnership in the future in the following amounts:

Gerard D. Grau,
individually

None

The Grau Family Irrevocable
Trust for the Benefit of the
Heirs and Descendants of Gerard
D. Grau, dated as of June 15,
1996

None

the GRAU FOUNDATION CHARITABLE
REMAINDER UNITRUST dated as of
April 10, 1996.

None

IN WITNESS WHEREOF, the undersigned general partners have
hereunto set their respective hand in the name and on behalf of
Grau Family Investments, Ltd., Ltd. this 19th day of June, 1996.

[Signature]
Gerard D. Grau,
General Partner

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

Sworn and subscribed to by GERARD D. GRAU, who personally
appeared before me at the time of this notarization and did (X) or
did not () take an oath or make an affirmation, acknowledged to me
that he is a general partner of Grau Family Investments, Ltd., Ltd.
and that he or she did sign the foregoing affidavit of capital
contribution for the purposes therein set forth, all on this 19th
day of June, 1996.

[notary seal]



OFFICIAL SEAL

M. DIMATTIA

My Commission Expires

March 10, 1997

Comm. No. CC 264065

Commissioned Name:

Commission Number:

[Signature]
Notary Public

Personally known to notary OR produced identification .

Type of identification produced: .