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RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

200 EAST BAYVIEW
FORT LAUDERDALE, FLORIDA 33302
POST OFFICE BOX 1000
FORT LAUDERDALE, FLORIDA 33302
(954) 764-6600
FAX (954) 764-4996

WRITER'S DIRECT DIAL NUMBER (954) 761-2920
E MAIL KSR@RUDEN.COM

June 24, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Benjamin Posner Family Partnership, Ltd.

Dear Sir or Madam:

I am enclosing the original and one (1) copy each of the Certificate of Limited Partnership of the Benjamin Posner Family Partnership, Ltd., Acceptance of Appointment of Registered Agent and Affidavit Declaring Amount of Capital Contributions of Limited Partners of the Benjamin Posner Family Partnership, Ltd., for filing with your office. A check in the amount of \$1,837.50, representing the filing fee, registered agent fee and certificate fee is enclosed herewith. Please file these documents as soon as possible and return the certificate to my attention at the above address. A self-addressed, postage paid envelope is enclosed for your convenience.

If you should have any questions, please call me.

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***1837.50 ***1837.50

Sincerely yours,
RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.

Kimberly S. Fenichel
Kimberly S. Fenichel
Legal Assistant

/KSF
Enclosures

A96-1244

Name	<i>Dr 7-1</i>
Availability	<i>Dr 7-1</i>
Document Examiner	<i>Dr 7-1</i>
Updater	<i>Dr 7-1</i>
Updater Verifier	<i>Dr 7-1</i>
Acknowledgement	<i>Dr 7-1</i>
W. P. Verifier	<i>Dr 7-1</i>

FILED
JUN 25 1996
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BENJAMIN POSNER FAMILY PARTNERSHIP, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is Benjamin Posner Family Partnership, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 8453 Waterford Circle, Tamarac, Florida 33051.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Glen A. Stanke, Esquire, Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Boulevard, P.O. Box 1900, Fort Lauderdale, Florida 33302.

4. The name and business address of the General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

Patricia E. Posner Daboosh

112 Overlook Avenue
Leonias, New Jersey 07605

5. A mailing address for the Partnership is as follows:

8453 Waterford Circle, Tamarac, Florida 33051

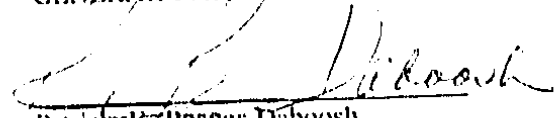
Prepared by: Joseph T. Ducanis, Jr., Esq., FL Bar #857350
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

FILED
JAN 26 1987
CLERK OF THE COURT
STATE OF FLORIDA
FORT LAUDERDALE

6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 7 day of June, 1996.

GENERAL PARTNER:


Patricia L. Posner Daboosh

FILED
JUN 11 1996
CLERK OF COURT
JULY 11 1996

Prepared by: Joseph T. Ducanis, Jr., Esq., FL Bar #857350
Ruden McClosky, Et al., P. O. Box 1900
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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
BENJAMIN POSNER FAMILY PARTNERSHIP, LTD.**

BEFORE ME, the undersigned constituting the sole General Partner of Benjamin Posner Family Partnership, Ltd. ("Partnership"), a Florida limited partnership, certify as follows:

The limited partners' contributions to the Partnership total \$1,600,000.00 at this time and no additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

By:


Patricia E. Rosner Daboosh
General Partner

FILED
JAN 23 1993
CLERK OF COURT
STATE OF FLORIDA
FORT LAUDERDALE

Prepared by Joseph T. Ducanis, Jr., Esq., FL Bar #857350
Ruden McClosky, Et al., P. O. Box 1900
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STATE OF NEW JERSEY

COUNTY OF

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Patricia E. Posner Daboosh, who is personally known to me or who has produced as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 2 day of , 1996.

Notary Public Signature

NOTARY PUBLIC
My Comm. Expires

Typed or printed name of Notary Public

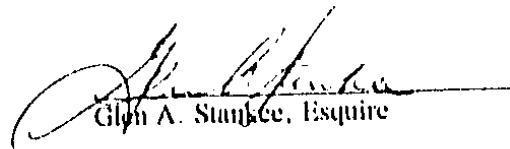
My Commission Expires:

FILED
JAN 24 1997
CLERK OF SUPERIOR COURT
FORT LAUDERDALE, FLORIDA

Prepared by: Joseph T. Ducanis, Jr., Esq., FL Bar #857350
Ruden McClosky, Et al., P. O. Box 1900
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Benjamin Posner Family Partnership, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).


Glen A. Stanke, Esquire

Prepared by: Joseph T. Ducanis, Jr., Esq., FL Bar #857350
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