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904-233-0111

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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 010709 4320025

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 5, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 010709

CUSTOMER NO: 4320025

CUSTOMER: Mr. Malcolm H. Neuwahl
PACKMAN, NEUWAHL & ROSENBERG

1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

500001884505
-07/10/96--01034--021
***1837.50 ***1837.50

DOMESTIC FILING

NAME: LICHT ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

G. TAX _____
FILING 175.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 462.50
N. BANK _____
BALANCE DUE _____
RETRND _____

7/5/96

LICHT ASSOCIATES, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned persons, desiring to form a Florida Limited Partnership, hereby swear to and affirm as follows:

1. The name of the Limited Partnership shall be LICHT ASSOCIATES, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 151 Variety Tree Circle, Altamonte Springs, FL 32714. The name and address of the agent for service of process is Atrium Registered Agents, Inc., 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

4. The name and business address of the General Partners shall be as follows:

Herbert Licht
Judith L. Kratze
151 Variety Tree Circle
Altamonte Springs, FL 32714

5. The mailing address for the Limited Partnership shall be as follows:

Licht Associates, Ltd.
151 Variety Tree Circle
Altamonte Springs, FL 32714

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for thirty five (35) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 2 day of July, 1996, effective upon filing same with the Florida Department of State.

LICHT ASSOCIATES, LTD.

BY:

HERBERT LICHT,
General Partner

BY:

JUDITH L. KRATZE,
General Partner

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 2ND day of July, 1996, by HERBERT LICHT and JUDITH L. KRATZE, who did execute the foregoing Certificate of Limited Partnership as General Partners, who are personally known to me, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Deena Heilman
Signature - NOTARY PUBLIC

DEENA HEILMAN
Printed Name of NOTARY PUBLIC

Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Licht Associates, Ltd., a Florida limited 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

ATRIUM REGISTERED AGENTS, INC.

BY:

MALCOLM H. NEUWAHL,
PRESIDENT

CERTIF
5/4*1550

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared HERBERT LICHT and JUDITH L. KRATZE, the general partners of LICHT ASSOCIATES, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is Ten Dollars (\$10.00). The total amount contributed and anticipated to be contributed by the limited partners at this time totals Four Million Dollars (\$4,000,000).

This 2 day of July, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

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

LICHT ASSOCIATES, LTD.

BY:

Herbert Licht
HERBERT LICHT,
General Partner

BY:

Judith L. Kratze
JUDITH L. KRATZE,
General Partner

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 2 day of July, 1996, by HERBERT LICHT and JUDITH L. KRATZE, who did execute the foregoing Affidavit of Capital Contributions as General Partners, who are personally known to me, and being first duly sworn, acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Deena Heilman
Signature - NOTARY PUBLIC

DEENA HEILMAN
Printed Name of NOTARY PUBLIC

Commission Number