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ADMITTED IN FLORIDA AND NEW JERSEY
FLORIDA BOARD OF CERTIFIED TAX ACCOUNTANTS

Fax 407/492-0077

A96000001285

June 2, 1996

700001874087
-06/25/96--01012--002
***1750.00 ***1750.00

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

700001874087
-06/25/96--01012--003
*****35.00 *****35.00

Re.: Certificate of Limited Partnership of the
Ballin Family Limited Partnership No. 1 and
Certificate of Limited Partnership of the Ballin
Family Limited Partnership No. 2

Dear Sir or Madam:

Enclosed herewith for filing are the Certificates of Limited Partnership of the Ballin Family Limited Partnerships No. 1 and 2, respectively. Attached to each certificate are separate checks to your order in the amount of \$1,750.00 each, since the anticipated capital contribution of the limited partner in each case will exceed \$250,000.00. Accordingly, the maximum fee established under the statute is \$1,750.00. Also enclosed herein are my separate checks to your order in the amount of \$35.00 each with regard to the fee for the registered agent of each partnership.

In addition, I am transmitting a copy of a letter from the Ballin Family Limited Partnership No. 1 addressed to you on May 15, 1996 pursuant to which the Ballin Family Limited Partnership No. 1 consented to the use of a similar name by the Ballin Family Limited Partnership No. 2. As stated, the original of said letter was mailed to you on May 15, 1996.

Kindly supply me with a stamped copy of each these Certificates of Limited Partnership indicating the filing thereof.

Finally, I am also enclosing herein Affidavits of Capital Contribution by the Limited Partner which had been signed by the general partners. The Affidavit of Capital Contribution of Partnership No. 1 indicates an anticipated contribution of \$2,500,000.00 and the Affidavit as to Partnership No. 2 indicates an anticipated capital Contribution of \$1,700,000.00.

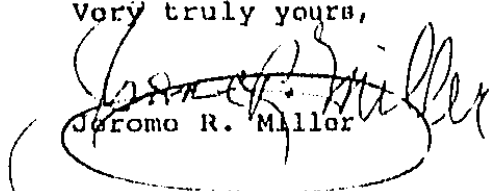
FILING 1,750.00
C. COPY 32.00
R. AGENT 32.00
TOTAL 1,785.00
BALANCE
REFUND \$

TC \$1,700,000.00

Division of Corporations
Florida Secretary of State
June 21, 1996
Page 2

Kindly advise if anything further is required in connection with these filings.

Very truly yours,


Jerome R. Mallor

JRM/mrd

Enclosures

THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 1

*11237 Westland Circle
Boynton Beach, FL 33437*

May 15, 1996

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

Re: THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 2

Dear Sir:

The undersigned, being all the General Partners of THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 1, hereby consent to the use of similar name by THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 2.

Eva B Ballin

Eva B. Ballin, General Partner

Harriet Chenitz

Harriet Chenitz, General Partner

Norman Ballin

Norman Ballin, General Partner

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 1**

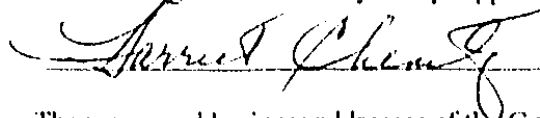
1. The name of the Limited Partnership is THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 1

2. Pursuant to §620.105 of the Florida Revised Uniform Limited Partnership Act:

a. The principal place of business of the Partnership is 11237 Westland Circle, Boynton Beach, FL 33437

b. The name and address of the Partnership's Registered Agent for service of process shall be Harriet Chenitz, 11237 Westland Circle, Boynton Beach, FL 33437

3. The undersigned does hereby accept appointment as Registered Agent for service of process:



4. The names and business addresses of the General Partners are:

Eva B. Ballin, Apt. 1-A, 350 So. Ocean Blvd., Boca Raton, FL 33432
Harriet Chenitz, 11237 Westland Circle, Boynton Beach, FL 33437
Norman Ballin, 10 DeBell Dr., Atherton, CA 94025

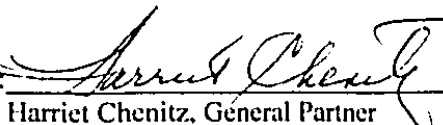
5. The mailing address for the Partnership is 11237 Westland Circle, Boynton Beach, FL 33437

6. The latest date on which the Partnership is to be dissolved is December 31, 2050

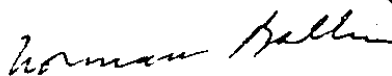
Signed this 15 day of May, 1996

By: 

Eva B. Ballin, General Partner

By: 

Harriet Chenitz, General Partner

By: 

Norman Ballin, General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting all of the general partners of THE BALLIN FAMILY LIMITED PARTNERSHIP NO. 1, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is Ninety-seven Dollars (\$97)

The total amount contributed and anticipated to be contributed by the limited partners at this time totals ONE MILLION SEVEN HUNDRED THOUSAND Dollars (\$ 1, 700, 000. 00).

FURTHER AFFIANT SAYETH NOT.

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

Eva B. Ballin

Eva B. Ballin, General Partner

Harriet Chenitz

Harriet Chenitz, General Partner

Norman Ballin

Norman Ballin, General Partner