

1201 HAYS STREET
TALLAHASSEE, FL 32302-0002

800-142-8086

A96000001354

CSC networks

PREMIER LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000012

REFERENCE : 025316 4352701

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

000001902490
-07/23/96--01135--015
****35.00 ****35.00

ORDER DATE : July 19, 1996

ORDER TIME : 9:28 AM

ORDER NO. : 025316

CUSTOMER NO: 4352701

CUSTOMER: Arlene Mccollum, Legal Asst
MURPHY REID PILOTTE & ROSS, PA

Suite 100
340 Royal Palm Way
Palm Beach, FL 33480

95 JUL 19 10:57
CSC

DOMESTIC FILING

000001902490
-07/23/96--01135--014
***1750.00 ***1750.00

NAME: ASTOR FAMILY PARTNERSHIP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

G. TAX
FILING 1750
R. AGENT FEE 35
G. COPY
TOTAL 1785
N. BANK
BALANCE DUE
REFUND

BR 7/19/96

PK

CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
ASTOR FAMILY PARTNERSHIP, LTD.

1 The business address of The Astor Family Partnership, Ltd. shall be at 2780 South Ocean Blvd., Apt 808, Palm Beach, Florida 33480

2 The name of the Partnership's registered agent is Eugene W. Murphy, Jr., whose office address is 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480

3 I hereby agree to serve as registered agent for Astor Family Partnership, Ltd., a Florida limited partnership


Eugene W. Murphy, Esquire

4 The mailing address for the Partnership shall be 2780 South Ocean Blvd., Apt 808, Palm Beach, Florida 33480

5 The name and address of the Partnership's General Partner are as follows

Name

Address

Cytadel Investments Inc

2780 South Ocean Blvd., Apt 808
Palm Beach, Florida 33480

6 The Partnership shall be formed upon the filing of this Certificate of Limited Partnership with the Department of State,

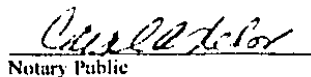
7 The latest date on which the partnership shall dissolve is December 31, 2030.

Executed this 16 day of July, 1996 at Westchester, New York

CYTADEL INVESTMENTS INC.


CAROL SHERMAN, President

SUBSCRIBED and sworn to before me by Carol Sherman, President of Cytadel Investments Inc., the General Partner, who is personally known to me or who has produced the following identification Driver's License, on the 16 day of July, 1996.


Notary Public

Name of Notary/Printed

CAROL A. NELSON
NOTARY PUBLIC, State of New York
No. 462253

Serial Number

Qualified in Suffolk County
Commission Expires Dec. 31, 1996

My Commission Expires

(NOTARY SEAL)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned General Partner of The Astor Family Partnership, Ltd., a Florida limited partnership, certifies as follows.

1. The amount of capital contributions to date of the Limited Partners is approximately \$5,000,000.00.

2. The total amount contributed and contemplated to be contributed by the Limited Partners at this time totals approximately \$5,000,000.00.

Executed this 16 day of July, 1996, at Queens, New York
Berk

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.

CYTADEL INVESTMENTS, INC.

Carol Sherman
CAROL SHERMAN, President
General Partner

SUBSCRIBED and sworn before me by Carol Sherman, President of Cytadel Investments, Inc., the General Partner, who is personally known to me or who has produced the following identification Drivers License, on the 16 day of July, 1996.

Carol Nelson
Notary Public

Name of Notary/Printed

CAROL A. NELSON
NOTARY PUBLIC, State of New York
No. 462063

Serial Number

Qualified in Suffolk County
Commission Expires Dec. 31, 1996

My Commission Expires:

(NOTARY SEAL)