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Paul S. Labiner
Attorney and Counselor at Law
Admitted in NY, NJ and Florida

FILED

96 AUG -1 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2255 Gladys Road

Suite 422-01

Boca Raton, FL 33431

Tel (407) 998-2362

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July 25, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-08/01/96--01056--003
***1837.50 ***1837.50

RE: BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.

Enclosed is an original and one (1) copy each of the

1. Certificate Of Limited Partnership of the Brenner Family Limited Partnership #1, LTD.
2. Acceptance Of Appointment As Registered Agent;
3. Affidavit Of Capital Contributions; and
4. a check payable to State of Florida for \$1,837.50 which includes:
 - a. \$1750.00 Filing Fee
 - b. 35.00 Designation of Registered Agent
 - c. 52.50 Certified Copy
5. a self-addressed return envelope provided for your convenience.

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,

Paul S. Labiner
Paul S. Labiner, Esq.

dcc
Enclosures

cc: William/Muriel Brenner

| | |
|-------------------|-----|
| Name Availability | KWM |
| Document Examiner | KWM |
| Updater | KWM |
| Updater Verifier | KWM |
| Acknowledgement | KWM |
| W. P. Verifier | KWM |

8-1

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.**
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

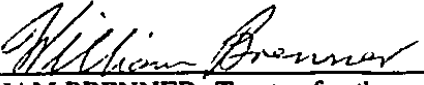
1. The name of the Partnership is BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.
2. The address of the office of the Partnership is 6908 Parisian Way, Lake Worth, FL 33464.
3. The name and address of the agent for service of process on the Partnership is PAUL S. LABINEF, 2255 Glades Road, Suite 422A, Boca Raton, Florida 33431.
4. The name and business address of the general partners are:

| | |
|--|--|
| WILLIAM BRENNER, Trustee for the WILLIAM BRENNER REVOCABLE TRUST 6908 Parisian Way Lake Worth, FL 33464 | MURIEL BRENNER, Trustee for the MURIEL BRENNER REVOCABLE TRUST 6908 Parisian Way Lake Worth, FL 33464 |
|--|--|
5. The mailing address of the Partnership is 6908 Parisian Way, Lake Worth, FL 33464.
6. The latest date upon which the Partnership shall dissolve is July 15, 2006.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the General Partner of the BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD. this 15 day of July, 1996.

GENERAL PARTNER:


WILLIAM BRENNER, Trustee for the
WILLIAM BRENNER REVOCABLE TRUST
GENERAL PARTNER
By: BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.


GENERAL PARTNER:


MURIEL BRENNER, Trustee for the
MURIEL BRENNER REVOCABLE TRUST
GENERAL PARTNER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for the **BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



PAUL S. LABINER
2255 Glades Road, Suite 422A
Boca Raton, FL 33431

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared WILLIAM BRENNER, Trustee for the WILLIAM BRENNER REVOCABLE TRUST, General Partner, and MURIEL BRENNER, Trustee for the MURIEL BRENNER REVOCABLE TRUST, General Partner, both of 6908 Parisian Way, Lake Worth, FL 33464, general partners of the BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, Four-hundred and No/100 (\$ 400,000) Dollars.
Thousand
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

Under 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.

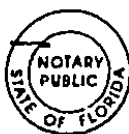
William Brenner
WILLIAM BRENNER, Trustee for the
WILLIAM BRENNER REVOCABLE TRUST

Muriel Brenner
MURIEL BRENNER, Trustee for the
MURIEL BRENNER REVOCABLE TRUST

Date: July 15, 1996

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared WILLIAM BRENNER, Trustee for the WILLIAM BRENNER REVOCABLE TRUST and MURIEL BRENNER, Trustee for the MURIEL BRENNER REVOCABLE TRUST, both known to me and known by me to be the persons who executed the foregoing Affidavit of Capital Contributions, and who acknowledged to me and before me that they executed this Affidavit as Trustees of their respective trusts, and General Partners of the BRENNER FAMILY LIMITED PARTNERSHIP #1, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 15th day of July, 1996.



PAUL LABINER
My Comm. Exp. 2/01/97
Bonded By Service Ins
No. CC256329
|| Perjury Krom || Other I.D.

Paul Labiner
NOTARY PUBLIC
State of Florida