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1927-1981

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GENE H. GLASSER *
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PLEASE REPLY TO:

Hollywood
FILE NO.:

LBFPPL-0001

August 22, 1996

CERTIFIED MAIL # P 611 020 330
RETURN RECEIPT REQUESTED

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/27/96--01026--006
***1837.50 ***1837.50

RE: LETO BROTHERS FAMILY PARTNERSHIP, LTD.

CM

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contribution for LETO BROTHERS FAMILY PARTNERSHIP, LTD. Also enclosed is our firm check to cover the required filing fee. Please complete the necessary filing and return the certified copy to the undersigned.

Thank you for your prompt attention to this matter. Should you have any questions, please call.

Sincerely yours

Alan B. Cohn
ALAN B. COHN

ABC:jah\194592
Enclosures

FILED
96 AUG 27 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
LETO BROTHERS FAMILY PARTNERSHIP, LTD.
a Florida Limited Partnership

FILED
96 AUG 27 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is LETO BROTHERS FAMILY PARTNERSHIP, LTD.
2. The address of the office of the partnership is 221 Nurmi Drive, Fort Lauderdale, Florida 33301.
3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams, Anton, Robbins, Resnick & Schneider, P. A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partners and the mailing address of the partnership are JOHN A. LETO, SR., 5121 Jackson Street, Hollywood, Florida 33021, and PETER J. LETO, SR., 221 Nurmi Drive, Fort Lauderdale, Florida 33301.
5. The latest date upon which the partnership shall dissolve is December 31, 2046.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

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 by the General Partner of LETO BROTHERS FAMILY PARTNERSHIP, LTD. this 12 day of Aug., 1996.

Witnesses:

[Signature]
[Signature]
[Signature]
[Signature]

GENERAL PARTNER:

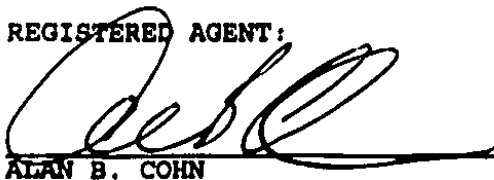
[Signature]
JOHN A. LETO, SR.
[Signature]
PETER J. LETO, SR.

Having been named as registered agent for LETO BROTHERS FAMILY PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:



ALAN B. COHN

ABC:sap
171326/1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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95 AUG 27 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared JOHN A. LETO, SR. and PETER J. LETO, SR., the General Partners of LETO BROTHERS FAMILY PARTNERSHIP, LTD., a Florida limited partnership, who, upon being duly sworn, certify as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

Approximately One Million Dollars

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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.

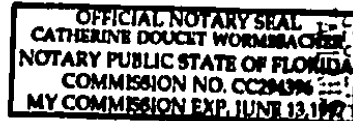
GENERAL PARTNERS:

John A. Leto Sr.
JOHN A. LETO, SR.
Peter J. Leto Sr.
PETER J. LETO, SR.

The foregoing Affidavit was subscribed and acknowledged before me by JOHN A. LETO, SR. who is personally known to me or who has produced N/A as identification and who did take an oath, on this 12 day of August, 1996.

Catherine Doucet Wormsbracher
Notary Public, State of Florida

My Commission Expires:



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FILED

The foregoing Affidavit was subscribed and acknowledged before me by PETER J. LETO, SR. who is personally known to me or who has produced N/A as identification and who did take an oath, on this 12 day of August, 1996.

Catherine Doucet Wormsbracher
Notary Public, State of Florida

My Commission Expires:

