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Law Offices of Barbara L. Wolf, P.A.
Attorney Barbara L. Wolf
2425 East Commercial Boulevard
Suite 307
Fort Lauderdale, Florida 33308
(954) 351-6889; Fax: (954) 492-1112

July 31, 1996

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

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-08/06/96--01039--003
***1785.00 ***1785.00

Re: Filing of Slipman Family Limited Partnership

Dear Department of State:

Please find enclosed the original and one copy of the Certificate of Limited Partnership of the Slipman Family Limited Partnership, along with a check payable to the Department of State in the amount of \$1785 as the filing fee for filing the Partnership.

Please file the Certificate of Limited Partnership, date stamp the enclosed copy and return to me for my records, and send me confirmation of the filing of the enclosed original Certificate. Please call me at (954) 351-6889 if you have any questions. Thank you.

Sincerely,

Barbara Wolf
Attorney Barbara Wolf

A96-1663

Name Availability	OK 9-9
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
SLIPMAN FAMILY LIMITED PARTNERSHIP**

A Florida Limited Partnership

The parties hereto do hereby certify that an Agreement was made effective the 21 day of May, 1996, at Fort Lauderdale, Florida by the following, herein called the "General Partner":

NATHAN D. SLIPMAN

and by the following, hereinafter referred to as "Limited Partners":

- 1 - Audrey Goldman Irrevocable Trust Dated May 21, 1996.
- 2 - Cory Slipman Irrevocable Trust Dated May 21, 1996.
- 3 - Nicole Goldman Irrevocable Trust Dated May 21, 1996.
- 4 - Casey Goldman Irrevocable Trust Dated May 21, 1996.
- 5 - Jordan Slipman Irrevocable Trust Dated May 21, 1996.
- 6 - Erica Slipman Irrevocable Trust Dated May 21, 1996.
- 7- Nathan D. Slipman Revocable Trust.

WITNESSETH:

The parties hereto, on the date described above, formed a Limited Partnership pursuant to the provisions of the Florida State Limited Partnership Act.

1. Name. The name of this Limited Partnership is the SLIPMAN FAMILY LIMITED PARTNERSHIP.

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2. Business. The general character of the partnership business shall be to hold and develop the partnership property and conduct a general business as related thereto.

3. Principal Place of Business. The location of the principal place of business of the partnership is 4100 Galt Ocean Drive, No. 804, Fort Lauderdale, FL 33308. This is also the mailing address for the partnership.

4. Registered Agent. The registered agent for service for this Limited Partnership is: Nathan D. Slipman whose address is 4100 Galt Ocean Drive, No. 1214, Fort Lauderdale, FL 33308.

5. Partners. The General Partners and Limited Partners of this Limited Partnership and their addresses are as follows:

General Partner: NATHAN D. SLIPMAN,
4100 Galt Ocean Drive
No. 804
Ft. Lauderdale, FL 33308

Limited Partners:

- a - AUDREY GOLDMAN IRREVOCABLE TRUST DATED May 21, 1996.
c/o Cory Slipman, 90 Sunnyfield Lane, Valley Stream, NY 11581.
- b - CORY SLIPMAN IRREVOCABLE TRUST DATED May 21, 1996.
c/o Audrey Goldman, 26 Hillwood Road, East Brunswick, NJ 08816.
- c - NICOLE GOLDMAN IRREVOCABLE TRUST DATED May 21, 1996.
c/o Audrey Goldman, 26 Hillwood Road, East Brunswick, NJ 08816.
- d - CASEY GOLDMAN IRREVOCABLE TRUST DATED May 21, 1996.
c/o Audrey Goldman, 26 Hillwood Road, East Brunswick, NJ 08816.
- e - JORDAN SLIPMAN IRREVOCABLE TRUST DATED May 21, 1996.
c/o Cory Slipman, 90 Sunnyfield Lane, Valley Stream, NY 11581.

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f - ERICA SLIPMAN IRREVOCABLE TRUST DATED May 21, 1996.

c/o Cory Slipman, 90 Sunnyfield Lane, Valley Stream, NY 11581.

g-NATHAN D. SLIPMAN REVOCABLE TRUST & b Nathan D. Slipman, 4100 Galt Ocean Drive, Apt. 804, Ft. Lauderdale, FL 33308.

6. Term. The partnership shall begin on the day this Certificate of Limited Partnership is filed with the Secretary of State and shall continue for twenty-five (25) years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the partners.

7. Additional Contributions. No additional contributions of the limited partners have been agreed to.

8. Return of Contributions. No limited partner shall be entitled to withdraw or demand the return of any part of his capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the partnership shall be divided among the General and Limited Partners in the same proportions as the partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his interest in the partnership acting through a guardian, but only after such Limited Partner gives to the partnership a 120 day opportunity to purchase such interest as set forth in the Partnership Agreement.

11. Additional Limited Partners. The General Partner may admit additional limited partners.

12. Priority Among Limited Partners. There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

13. Continuance of Business. Upon the death, retirement or insanity of the surviving General Partner, the partnership shall dissolve unless continued by the remaining partners and selecting when necessary a new General Partner. If the last

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surviving or serving General Partner has died, retired and/or becomes insane, then the Limited Partners holding interest in capital in excess of fifty percent (50%) of the capital owned by all Limited Partners may elect to continue the Partnership by selecting a new General Partner.

14. Property Other Than Cash. A Limited Partner may not demand property other than cash in return for his contribution.

15. Amount of Cash and Agreed Value and Description of Other Property Contributed. The partners in the Limited Partnership have contributed their interest in the property set forth in Schedule "A" attached hereto, with an agreed value of \$1,300,000.

<u>Partners</u>	<u>Percentage Interest</u>	<u>Contribution</u>
<u>General Partner:</u>		
NATHAN D. SLIPMAN	.08%	\$1,000
<u>Limited Partners:</u>		
AUDREY GOLDMAN IRREVOCABLE TRUST	.08%	\$1,000
CORY SLIPMAN IRREVOCABLE TRUST	.08%	\$1,000
NICOLE GOLDMAN IRREVOCABLE TRUST	.08%	\$1,000
CASEY GOLDMAN IRREVOCABLE TRUST	.08%	\$1,000
JORDAN SLIPMAN IRREVOCABLE TRUST	.08%	\$1,000
ERICA SLIPMAN IRREVOCABLE TRUST	.08%	\$1,000
NATHAN D. SLIPMAN REVOCABLE TRUST	99.44%	\$1,293,000 securities,
<hr/>		
TOTAL	100%	\$1,300,000

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TALLAHASSEE, FLORIDA

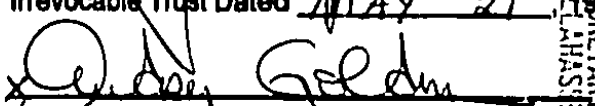
IN WITNESS WHEREOF, we have set our hands and seals on the day and year first above written.

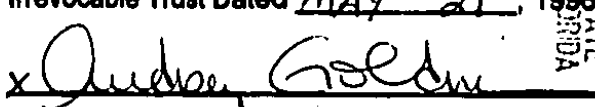
GENERAL PARTNER:


NATHAN D. SLIPMAN

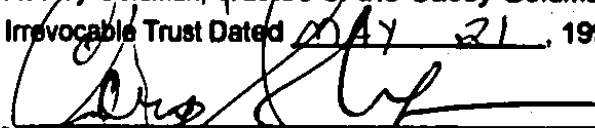
LIMITED PARTNERS:


Cory Slipman, Trustee of the Audrey Goldman
Irrevocable Trust Dated MAY 21, 1996

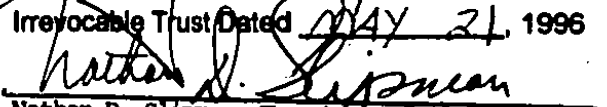

Audrey Goldman, Trustee of the Cory Slipman
Irrevocable Trust Dated MAY 21, 1996


Audrey Goldman, Trustee of the Nicole Goldman
Irrevocable Trust Dated MAY 21, 1996


Audrey Goldman, Trustee of the Casey Goldman
Irrevocable Trust Dated MAY 21, 1996


Cory Slipman, Trustee of the Jordan Slipman
Irrevocable Trust Dated MAY 21, 1996


Cory Slipman, Trustee of the Erica Slipman
Irrevocable Trust Dated MAY 21, 1996


Nathan D. Slipman, Trustee of the
Nathan D. Slipman Revocable Trust

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SCHEDULE A

Attached to the Certificate of Limited Partnership of the SLIPMAN FAMILY LIMITED PARTNERSHIP dated the 21st day of May, 1996.

The following contributions of capital are anticipated to be made by the General Partner and Limited Partners subject to the encumbrances owed thereon to-wit are as follows:

General Partner:

1. Nathan D. Slipman - \$1,000.

Limited Partners:

1. Audrey Goldman Irrevocable Trust - \$1,000.
2. Cory Slipman Irrevocable Trust - \$1,000.
3. Nicole Goldman Irrevocable Trust - \$1,000.
4. Casey Goldman Irrevocable Trust - \$1,000.
5. Jordan Slipman Irrevocable Trust - \$1,000.
6. Erica Slipman Irrevocable Trust - \$1,000.
7. Nathan D. Slipman Revocable Trust - \$1,293,000 in various securities.

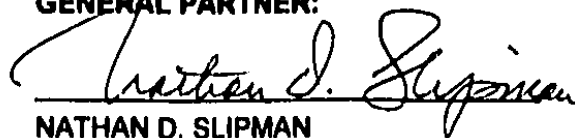
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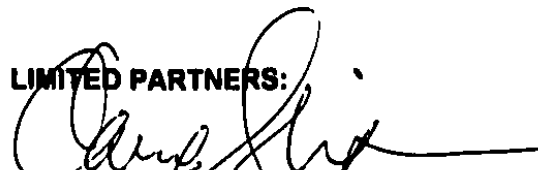
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GENERAL PARTNER:



NATHAN D. SLIPMAN


LIMITED PARTNERS:



CORY SLIPMAN, TRUSTEE OF THE
AUDREY GOLDMAN IRREVOCABLE TRUST UAD MAY 21, 1996.

x 
AUDREY GOLDMAN, TRUSTEE OF THE
CORY SLIPMAN IRREVOCABLE TRUST UAD MAY 21, 1996.

x 
AUDREY GOLDMAN, TRUSTEE OF THE
NICOLE GOLDMAN IRREVOCABLE TRUST UAD MAY 21, 1996.

x 
AUDREY GOLDMAN, TRUSTEE OF THE
CASEY GOLDMAN IRREVOCABLE TRUST UAD MAY 21, 1996.


CORY SLIPMAN, TRUSTEE OF THE
JORDAN SLIPMAN IRREVOCABLE TRUST UAD MAY 21, 1996.


CORY SLIPMAN, TRUSTEE OF THE
ERICA SLIPMAN IRREVOCABLE TRUST UAD MAY 21, 1996.


NATHAN D. SLIPMAN, TRUSTEE OF THE
NATHAN D. SLIPMAN REVOCABLE TRUST

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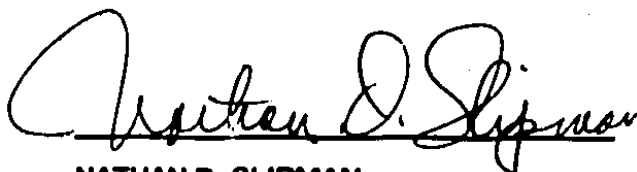
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In pursuance of the Florida Partnership Act F.S. 620 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That SLIPMAN FAMILY LIMITED PARTNERSHIP, a Florida limited partnership qualified to do business under the laws of this State, with its principal office at 4100 Galt Ocean Drive, No. 804, Ft. Lauderdale, FL 33308, has appointed NATHAN D. SLIPMAN as its agent to accept service of process within this State at: 4100 Galt Ocean Drive, No. 804, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



NATHAN D. SLIPMAN

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

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The undersigned constituting all of the general partners of
SLIPMAN FAMILY LIMITED PARTNERSHIP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,299,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,299,000.

Signed this 30 day of AUGUST, 19 96.

FURTHER AFFIANT SAYETH NOT.

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

General Partner

x Nathan D. Slipman
General Partner
NATHAN D. SLIPMAN

General Partner

General Partner

General Partner

General Partner