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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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 24, 1996

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

900001905979
-07/26/96--01082--003
***1785.00 ***1785.00

Re: Filing of Abrams Family Limited Partnership

Dear Department of State:

W96000015810

Please find enclosed the original and one copy of the Certificate of Limited Partnership of the Abrams 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

BLW:lw
enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 29, 1996

BARBARA WOLF, ATTORNEY
2425 EAST COMMERCIAL BLVD., SUITE 307
FORT LAUDERDALE, FL 33308

SUBJECT: ABRAMS FAMILY LIMITED PARTNERSHIP
Ref. Number: W96000015810

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TALLAHASSEE, FLORIDA

We have received your document for **ABRAMS FAMILY LIMITED PARTNERSHIP** and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

The registered agent must sign accepting the designation.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 896A00036319

**CERTIFICATE OF LIMITED PARTNERSHIP
OF THE
ABRAMS FAMILY LIMITED PARTNERSHIP**

A Florida Limited Partnership

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The parties hereto do hereby certify that an Agreement was made effective the 29 day of February, 1996, at Fort Lauderdale, Florida by the following, herein called the "General Partner":

MADELINE ABRAMS

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

- 1 - Martin Abrams Irrevocable Trust Dated February 29, 1996.
- 2 - Howard Abrams Irrevocable Trust Dated February 29, 1996.
- 3 - Kenneth Abrams Irrevocable Trust Dated February 29, 1996.
- 4 - Stacy Abrams Rosenzweig Irrevocable Trust Dated February 29, 1996.
- 5 - Kevin Abrams Irrevocable Trust Dated February 29, 1996.
- 6 - Karen Abrams Irrevocable Trust Dated February 29, 1996.
- 7 - Madeline Abrams Living 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 ABRAMS FAMILY LIMITED PARTNERSHIP.

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. 1214, Fort Lauderdale, 33308. This is also the mailing address for the partnership.

4. Registered Agent. The registered agent for service for this Limited Partnership is MADELINE ABRAMS, 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: MADELINE ABRAMS,
4100 Galt Ocean Drive
No. 1214
Ft. Lauderdale, FL 33308

Limited Partners:

- a- MARTIN ABRAMS IRREVOCABLE TRUST DATED FEBRUARY 27, 1996.
c/o Howard Abrams, Trustee, Old Saw Mill Road, Alpine, NJ 07620.
- b- HOWARD ABRAMS IRREVOCABLE TRUST DATED FEBRUARY 27, 1996.
c/o Martin Abrams, Trustee, 16 Sunset Road, Great Neck, New York
11024.
- c- KENNETH ABRAMS IRREVOCABLE TRUST DATED FEBRUARY 27, 1996.
c/o Martin Abrams, Trustee, 16 Sunset Road, Great Neck, New York
11024.
- d- STACY ABRAMS ROSENZWEIG IRREVOCABLE TRUST DATED
FEBRUARY 27, 1996. c/o Martin Abrams, Trustee, 16 Sunset Road,
Great Neck, New York 11024.
- e- KEVIN ABRAMS IRREVOCABLE TRUST DATED FEBRUARY 27, 1996.

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c/o Howard Abrams, Trustee, Old Saw Mill Road, Alpine, NJ 07620.

F. KAREN ABRAMS IRREVOCABLE TRUST DATED FEBRUARY 27 1996.

c/o Howard Abrams, Trustee, Old Saw Mill Road, Alpine, NJ 07620.
g - MADELINE ABRAMS REVOCABLE TRUST c/o Madeline Abrams, Trustee,
4100 Galt Ocean Drive, No. 1214, 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

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TREASURY
FLORIDA

remaining partners and selecting when necessary a new General Partner. If the last 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 \$1,044,085.

Partners	Percentage Interest	Contribution
<u>General Partner:</u>		
MADELINE ABRAMS	.1%	\$1,000
<u>Limited Partners:</u>		
MARTIN ABRAMS IRREVOCABLE TRUST	.1%	\$1,000
HOWARD ABRAMS IRREVOCABLE TRUST	.1%	\$1,000
KENNETH ABRAMS IRREVOCABLE TRUST	.1%	\$1,000
STACY ABRAMS ROSENZWEIG IRREVOCABLE TRUST	.1%	\$1,000
KEVIN ABRAMS IRREVOCABLE TRUST	.1%	\$1,000
KAREN ABRAMS IRREVOCABLE TRUST	.1%	\$1,000
MADELINE ABRAMS REVOCABLE TRUST	99.3%	\$799,000 securities, 56,850 decorative arts, 181,245 jewelry
TOTAL	100%	\$1,044,095

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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:

Madeline Abrams
MADELINE ABRAMS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED PARTNERS:

Martin Abrams
Martin Abrams, Trustee of the Howard Abrams
Irrevocable Trust Dated February 29, 1996

Martin Abrams
Martin Abrams, Trustee of the Kenneth Abrams
Irrevocable Trust Dated February 29, 1996

Martin Abrams
Martin Abrams, Trustee of the Stacy Abrams
Rosenzweig Irrevocable Trust Dated February 29,
1996

Howard Abrams
Howard Abrams, Trustee of the Martin Abrams
Irrevocable Trust Dated February 29, 1996

Howard Abrams
Howard Abrams, Trustee of the Kevin Abrams
Irrevocable Trust Dated February 29, 1996

Howard Abrams
Howard Abrams, Trustee of the Karen Abrams
Irrevocable Trust Dated February 29, 1996

Madeline Abrams
Madeline Abrams, Trustee of the Madeline
Abrams Living Revocable Trust

SCHEDULE A

Attached to the Certificate of Limited Partnership of the ABRAMS FAMILY LIMITED PARTNERSHIP dated the 29th day of February, 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. Madeline Abrams - \$1,000.

Limited Partners:

1. Martin Abrams Irrevocable Trust - \$1,000.
2. Howard Abrams Irrevocable Trust - \$1,000.
3. Kenneth Abrams Irrevocable Trust - \$1,000.
4. Stacy Abrams Irrevocable Trust - \$1,000.
5. Kevin Abrams Irrevocable Trust - \$1,000.
6. Karen Abrams Irrevocable Trust - \$1,000.
7. Madeline Abrams Revocable Trust - \$799,000 securities; 56,850 decorative arts; 181,245 jewelry.

TOTAL - \$1,044,095

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TALLAHASSEE, FLORIDA

GENERAL PARTNER:

Madeline Abrams
MADELINE ABRAMS

LIMITED PARTNERS:

Martin Abrams
MARTIN ABRAMS, TRUSTEE OF THE
HOWARD ABRAMS IRREVOCABLE TRUST UAD FEBRUARY 29, 1996.

Martin Abrams
MARTIN ABRAMS, TRUSTEE OF THE
KENNETH ABRAMS IRREVOCABLE TRUST UAD FEBRUARY 29, 1996.

Martin Abrams
MARTIN ABRAMS, TRUSTEE OF THE
STACY ABRAMS ROSENZWEIG IRREVOCABLE TRUST UAD
FEBRUARY 29, 1996.

Howard Abrams
HOWARD ABRAMS, TRUSTEE OF THE
MARTIN ABRAMS IRREVOCABLE TRUST UAD FEBRUARY 29, 1996.

Howard Abrams
HOWARD ABRAMS, TRUSTEE OF THE
KEVIN ABRAMS IRREVOCABLE TRUST UAD FEBRUARY 29, 1996.

Howard Abrams
HOWARD ABRAMS, TRUSTEE OF THE
KAREN ABRAMS IRREVOCABLE TRUST UAD FEBRUARY 29, 1996.

Madeline Abrams
MADELINE ABRAMS, TRUSTEE OF THE
MADELINE ABRAMS LIVING REVOCABLE TRUST

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of

ABRAMS FAMILY LIMITED PARTNERSHIP

, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,043,095.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,043,095.

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

Madeline Abrams
General Partner

MADELINE ABRAMS

General Partner

General Partner

General Partner

General Partner

This 30 day of AUGUST, 19 96.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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 ABRAMS 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. 1214, Ft. Lauderdale, FL 33308, has appointed MADELINE ABRAMS as its agent to accept service of process within this State at: 4100 Galt Ocean Drive, No. 1214, 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.


MADELINE ABRAMS