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RUBIN BAUM & LEVIN

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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: FENNARIL, LTD.

AUDIT NUMBER.....H96000013976

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....1

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TALLAHASSEE, FLORIDA

Fax Audit No. H96- 13976

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FENNARIL, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is Fennaril, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

GDK, Inc.
1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

4. The name and business address of the sole general partner of the Limited Partnership are:

GDK, Inc. 996 0000 82108
1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

5. The mailing address for the Limited Partnership is:

1399 S.W. 1st Avenue, Suite 400
Miami, Florida 33130.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

This instrument prepared by:
Sheida R. Sehardy, Esquire
Florida Bar No. 0059927
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 3 day of October, 1996.

GDK, Inc., a Florida corporation

By: 
Gerald Katcher, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, as President and on behalf of GDK, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Fennari Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that the Corporation will accept service of process for and on behalf of the Limited Partnership and that the Corporation will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated as of: October 3, 1996.

GDK, Inc., a Florida corporation

By: 
Gerald Katcher, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Gerald Katcher, as President of GDK, Inc., a Florida corporation (the "Corporation"), which Corporation is the sole general partner of Fennari, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows on behalf of the Corporation:

1. Affiant is the President and duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partner of the Limited Partnership has actually contributed to the Limited Partnership an aggregate of \$111,375.00 of the total amount of \$111,375.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partner.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

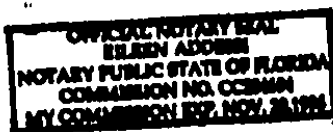

Gerald Katcher

Not Audit No. H96-13976

THE FOREGOING INSTRUMENT was sworn to and subscribed before me this 12 day of October, 1996, by Gerald Katcher, as President of GDK, Inc., a Florida corporation, on behalf of such corporation. Such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]



Eileen Adressi
Print Name Eileen Adressi
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

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