

STEVEN J. ASARCH

Law Offices

Steven J. Asarch, D., L.M.
Member NY and FL Bars

Rhonda V. Gilmore
Certified Legal Assistant

Corporate Center, Suite 200
7777
Boca Raton, FL 33434

361-487-1789
361-487-1711

October 29, 1996

VIA FEDERAL EXPRESS

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

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-10/30/96--01100--001
****140.00 ****140.00

RE: LANSAR PARTNERSHIP, L.P.

Ltd for Steven

Dear Sir/Madam:

Enclosed herewith please find the original and one copy of the Certificate of Limited Partnership filed on behalf of our client **LANSAR PARTNERSHIP, L.P.** along with my firm's check in the sum of \$140.00 covering the following fees:

Filing Certificate of Limited Partnership	\$ 52.50
Certified copy of Certificate	52.50
Designation of Registered Agent	35.00
TOTAL FEES	\$140.00

FILED
95 OCT 30 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

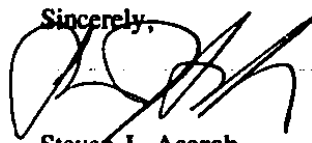
Please file the Certificate of Limited Partnership and forward to me a Certificate of Limited Partnership as soon as possible.

Also enclosed are the Affidavit of Capital Contributions and the Acceptance of Appointment as Registered Agent.

Please acknowledge receipt of this letter by appropriately stamping the enclosed copy and returning it in the self-addressed, stamped envelope provided.

Thank you for your attention to this matter. If you have any questions regarding the above, please feel free to call my office.

Sincerely,



Steven J. Asarch
Attorney at Law

Enclosures

cc: Neil B. Saul w/Encl.
Richard Chwatt w/Encl.
David Berkowitz, Esq. w/Encl.

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A96-2035

Name	<i>ASARCH</i>
Availability	<i>11-1</i>
Document Examiner	<i>OK</i>
Updater	<i>OK</i>
Updater Verifier	<i>OK</i>
Acknowledgment	<i>OK</i>
W. P. Verifier	<i>OK</i>

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership is **LANSAR PARTNERSHIP, LTD.**
2. The business address of the Limited Partnership is 301 Yamato Road, Boca Raton, Florida 33431.
3. The name and street address of the agent for service of process is Steven J. Asarch, Esquire, 7777 Glades Road, Suite 200, Boca Raton, Florida 33434.
4. The mailing address of the Limited Partnership is 301 Yamato Road, Boca Raton, Florida 33431.
5. The term of the Limited Partnership shall commence upon the filing of this Certificate of Limited Partnership with the State of Florida, and shall terminate on the 31st day of December, 2026 unless otherwise terminated or extended in accordance with the provisions of the Limited Partnership Agreement.

6. The name and address of the General Partner is as follows:

Lansar Products, Inc. *P96000074480*
301 Yamato Road
Boca Raton, Florida 33431

Under penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Executed this 29 day of October, 1996.

GENERAL PARTNER:

LANSAR PRODUCTS, INC.

By:

Neil B. Saul
Neil B. Saul, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for **LANSAR PARTNERSHIP, LTD.**, a Florida Limited Partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



Steven J. Asarch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of **LANSAR PARTNERSHIP, LTD.**, a Florida Limited Partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$ 1,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

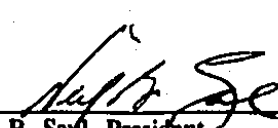
Dated this 29 day of October, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

LANSAR PRODUCTS, INC., General Partner

By:


Neil B. Saul, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7777 Glades Road
Boca Raton, FL 33434

561-487-7789
Fax 561-883-2711

RECEIVED
TALLAHASSEE, FLORIDA

97 JAN 14 PM 2:35

FILED

January 10, 1997

CERTIFIED MAIL - RETURN RECEIPT REQUESTED

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

100002058111--1
-01/14/97--01184--001
***1750.00 ***1750.00

Re: Lansar Partnership, Ltd.

Dear Sir/Madam:

Please find enclosed a Supplemental Affidavit of Capital Contributions signed by Neil B. Saul, President of Lansar Products, Inc., the corporate general partner. Also enclosed is a check in the amount of \$1,750.00 for the fees associated with the increased capital contributions.

If you have any questions regarding the above, please feel free to call my office.

Sincerely,



Steven J. Asarch
Attorney at Law

SJA:st

Enclosures

cc: Neil B. Saul w/Encls:
Copy of Supplemental Affidavit of Capital Contributions
Check as Stated

Saul\LANPar\StateFL.ltr

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, being the sole general partner of **LANSAR PARTNERSHIP, LTD.**,
a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to Section
620.112 Florida Statutes.

The total amount of capital contributions of the limited partners is: \$1,000,000.00.

Dated this 31 day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned declares that he has read the foregoing and that
the facts are true to the best of my knowledge and belief.

LANSAR PRODUCTS, INC., General Partner

By:



Neil B. Saul, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA