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TALLAHASSEE, FL 32301-2607
904-222-9171
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800-342-8086



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

A96000002200

ACCOUNT NO. : 072100000032

REFERENCE : 171559 9081A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 2, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 171559-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
MACLEAN & EMA
2600 NE 14th Street Causeway
Pompano Beach, FL 33062

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10:10

DOMESTIC FILING

NAME: JACOBS FAMILY, LTD.

800002020668--8
-12/05/96--01015--025
***1837.50 ***1837.50

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC -2 PM 1:58
DIVISION OF CORPORATIONS

G. TAX
FILING 1750.00
R. AGENT FEE 35.00
C. COPY 52.50
TOTAL 1837.50
N. BANK
BALANCE DUE
RECEIVED

12/2/96

CERTIFICATE OF LIMITED PARTNERSHIP
OF JACOBS FAMILY, LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- (1) **Name of Limited Partnership.** The name of the Limited Partnership is Jacobs Family, Ltd.
- (2) **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (3) **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Laura G. MacLean, Esquire, C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (4) **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name

Business Address

Jessie Jacobs

C/O Ivan H. Jacobs, M.D.
1080 Saddlebrook Road
Mountainside, NJ 07092

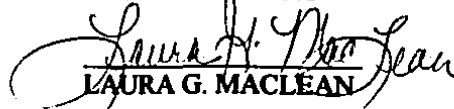
- (5) **Address of Partnership.** The mailing address of the Limited Partnership is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (6) **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2026.

Dated: 11/14/96
Pompano Beach, Florida

GENERAL PARTNER


JESSIE JACOBS

RESIDENT AGENT


LAURA G. MACLEAN

FILED STATE
SECRETARY OF CORPORATIONS
9 DEC -2 AM 10:10

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned who is the only General Partner of Jacobs Family, Ltd., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

- (1) The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Jessie Jacobs	\$445,500
Ivan H. Jacobs, M.D.	\$4,500

- (2) There are no additional capital contributions that are contemplated at this time.

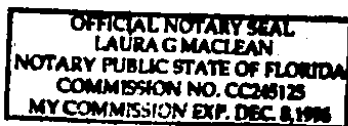
Dated: 11/14/96
Pompano Beach, Florida

GENERAL PARTNER

Jessie Jacobs
JESSIE JACOBS

SWORN TO and subscribed before me this 14 day of November, 1996.

Laura G. MacLean
Notary Public
Commission No.
My Commission Expires
(SEAL)



FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 DEC -2 MID-10



THE UNITED STATES
CORPORATION
COMPANY

A96000002200

ACCOUNT NO. : 072100000032

REFERENCE : 292433 9081A

AUTHORIZATION :

COST LIMIT : \$ PPD

400002116724--8

-03/18/97--0118--008

*****87.50 *****87.50

ORDER DATE : March 13, 1997

ORDER TIME : 11:19 AM

ORDER NO. : 292433-005

CUSTOMER NO: 9081A

CUSTOMER: Ms. Laura G. Maclean
Maclean & Ema
2600 Ne 14th Street Causeway
Pompano Beach, FL 33062

G. TAX

FILING

R. AMER

C. CORP

STATE

N. BIRTH

DOMESTIC AMENDMENT FILING

REFUND

400002116724--8

-03/18/97--0118--009

*****17.50 *****17.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 14 26

NAME: JACOBS FAMILY, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: BK

RECEIVED
97 MAR 13 PM 12:20
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 13 PM 4:26

BK 3/13/97

CERTIFICATE OF AMENDMENT
TO LIMITED PARTNERSHIP OF JACOBS FAMILY, LTD.

RECEIVED
91 MAR 13 PM 4:26
SECRETARY OF STATE

- (1) The name of the partnership is JACOBS FAMILY, LTD.
- (2) The date of filing the certificate of limited partnership is December 2, 1996.
- (3) On February 3, 1997, JESSIE JACOBS withdrew as General Partner of Jacobs Family, Ltd. The holders of a majority in interest of the remaining Limited Partnership Units elected to continue the Partnership business and name one new General Partner, namely IVAN H. JACOBS, M.D., who has received the unanimous vote of the Limited Partners.

Therefore, Paragraph (4) of the Certificate of Limited Partnership IS amended to read:

(4) **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name	Business Address
IVAN H. JACOBS, M.D.	1080 Saddlebrook Road Mountainside, N.J. 07092

Dated: 2/2/97

NEW GENERAL PARTNER

Ivan H. Jacobs
IVAN H. JACOBS, M.D.

State of New Jersey)

County of Somerset)

BEFORE ME on this 27th day of February, 1997 personally appeared IVAN H. JACOBS, M.D. known to me to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Steven G. Kraus

Notary Public/State of _____

Commission Number: _____

My commission expires:

Steven G. Kraus
Attorney at Law
for State of New Jersey