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FAX #: (904) 522-4000

FROM: HODGSON, RUSSELL, HARRIS, ET AL

ACCT#: 072720000242

CONTACT: MARY FRITTE

PHONE: (407) 394-0500

FAX #: (561) 394-3862

NAME: FRED FAMILY LIMITED PARTNERSHIP

AUDIT NUMBER.....H9600017519

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....6

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FROM-HODGSON & RUSS

T-113 P.02 F-000

**HODGSON RUSS  
ANDREWS  
WOODS &  
GOODYEAR LLP**  
ATTORNEYS AT LAW

2000 Glades Road  
Suite 400  
Boca Raton, FL 33431-0000  
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561-736-2177 FAX  
561-734-0440 (Boca Raton)  
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Larry C. Cohen, P.A.  
Anthony L. Cohen, P.A.  
Richard A. Cohn, P.A.  
Michael E. Cohn, P.A.  
James M. Gribble, P.A.  
Paul H. Hagan  
Thomas R. Hagan, P.A.  
Kevin E. Hagan

James A. Foster, P.A.  
Of Counsel

MEMBER OF NEW YORK

Paul R. Cohen  
Richard R. Voth  
Mark S. Klein  
Stephen M. Hoverson

December 13, 1996

**VIA TELECOPY**

Secretary of State  
Corporation Division  
409 E. Gaines Street  
Tallahassee, Florida 32302

Dear Sir:

RE: **Freed Family Limited Partnership**

Attached please find the Certificate of Limited Partnership for the Freed Family Limited Partnership. Please charge our account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,

*Mary Fritze*

Mary Fritze  
Legal Assistant

Attachment

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**CERTIFICATE OF LIMITED PARTNERSHIP****OF****FREED FAMILY LIMITED PARTNERSHIP****(a Florida limited partnership)**

The undersigned General Partners desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby state the following pursuant to Section 620.108, Florida Statutes.

1. The name of the limited partnership is **Freed Family Limited Partnership**.
2. The address of the office of the partnership is **21332 Bellechasse Court, Boca Raton, Florida 33433**.
3. The name and address of the agent for service of process on the Partnership is **HRANG CORP., 2000 Glades Road, Suite 400, Boca Raton, Florida 33431**.
4. The names and business or residence addresses of the General Partners of the Partnership are as follows:

<b>Renee Freed</b> <b>21332 Bellechasse Court</b> <b>Boca Raton, FL 33433</b>	<b>Sherwood E. Freed</b> <b>52 Four Seasons West</b> <b>Eggertsville, NY 14226</b>
---	--
5. The mailing address of the Partnership is: **c/o Stephen M. Newman, Esq., Hodgson, Russ, Andrews, Woods & Goodyear, 2000 Glades Road, Suite 400, Boca Raton, FL 33431**.
6. The latest date upon which the Partnership shall dissolve is **December 31, 2094**.
7. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by **Renee Freed and Sherwood Freed as General Partners of the Partnership**.

**THIS INSTRUMENT PREPARED BY:**

**Stephen M. Newman, Esq.**  
**Hodgson, Russ, Andrews, Woods & Goodyear**  
**2000 Glades Road, Suite 400**  
**Boca Raton, Florida 33431**  
**Telephone: (407) 394-0500**  
**Florida Bar No. 0213721**  
**H96000017519**

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The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of the Freed Family Limited Partnership this 11th day of November, 1996.

## FREED FAMILY LIMITED PARTNERSHIP

By *Renee Freed*  
RENEE FREED, General Partner

By *Shirley E. Freed*  
SHIRLEY E. FREED, General Partner

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DEC 13 '96 12:48 TO-19049224000

FROM-HODGSON & RUSSELL

T-113 P.06 F-223

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for the Freed Family Limited Partnership, a Florida Limited Partnership, (the "Partnership") in the foregoing Certificate of Limited Partnership, we, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

HRANG Corp.

By   
Anthony L. Dutton, Vice President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned, constituting all of the General Partners of the Freed Family Limited Partnership, a Florida Limited Partnership, hereby certify as follows:

The amount of capital contributions to date of the Limited Partners is \$7,500.

The total amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$7,500.

This 11th day of November, 1996.

**FREED FAMILY LIMITED PARTNERSHIP**

By Renee Freed  
RENEE FREED, General Partner  
By Sherwood E. Freed  
SHERWOOD E. FREED, General Partner

**FURTHER AFFIANT SAYETH NOT.**

Under the penalties of perjury the undersigned declare that the information stated above is true, to the best of their knowledge and belief.

This 11th day of November, 1996.

**FREED FAMILY LIMITED PARTNERSHIP**

By Renee Freed  
RENEE FREED, General Partner  
By Sherwood E. Freed  
SHERWOOD E. FREED, General Partner

STATE OF FLORIDA )

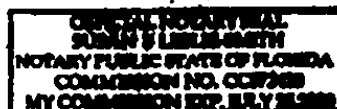
COUNTY OF PALM BEACH )

SS.

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of November, 1996, by Renee Freed and Sherwood E. Freed, as General Partners of the Freed Family Limited Partnership. They are known to me to be as identified above.

James B. Hester, Jr.  
Notary Public

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4/23/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: HODGSON, ROSS, ANDREWS, ET AL.

ACCT#: 072720000242

CONTACT: KIMBERLY BRESNA

FAX #: (561) 394-3862

NAME: FRED FAMILY LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000006603

DOC TYPE.....LIMITED PARTNERSHIP AGREEMENT

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....3  
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Acknowledgement	AL
W. P. Verifier	AL

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF**

Freed Family Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on December 13, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

**FIRST: Amendment(s):** (indicate article number(s) being amended, added, or deleted)

Article 4 of the Certificate of Limited Partnership is hereby amended to delete Sherwood E. Freed as a General Partner of the Partnership. To reflect such amendment, Article 4 of the Certificate is amended to read in its entirety as follows:

"4. The name and business or residence address of the General Partner of the Partnership are as follows:

Renee Freed  
21332 Bellechasse Court  
Boca Raton, FL 33433 "

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

**THIRD: Signature(s)**  
Signature of current general partner:

Renee Freed  
Renee Freed

Signature(s) of new general partner(s), if applicable:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(FLA. - LP 2930 - 1/7/97)  
STAMP

97000006603 9

THIS INSTRUMENT PREPARED BY:  
Stephen M. Newman, Esq.  
Hodgson, Russ, Andrews, Woods & Goodyear  
2000 Glades Road, Suite 400  
Boca Raton, FL 33431 Tel. # 407-394-0500  
Florida Bar No. 0213721

1-010 P.02/03 F-209

FROM-HODGSON & RUSS

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

The undersigned, constituting all of the general partners of Freed Family Limited Partnership, a Florida Limited Partnership, hereinafter referred to as the "Partnership", executed this supplemental affidavit filed pursuant to Section 620.112, Florida Statutes.

The total amount of the capital contributions of the limited partners to date is \$ 7,500.00\*

This 25<sup>th</sup> day of February, 19 97.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

General Partner

Beau Freed  
\_\_\_\_\_  
Donna Freed  
\_\_\_\_\_  
\_\_\_\_\_

\*There is no change in the amount of capital contributions disclosed on the Affidavit of Capital Contributions submitted with the Certificate of Limited Partnership as filed with the Secretary of State on December 13, 1996

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FEES: \$7 per \$1000, based on the additional contributions  
Minimum \$52.50 - Maximum \$1750

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(FLA. - LP 2886 - 6/8/94)