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The Law Offices Of
HOWARD L. SCHWARTZ, P.A.

2101 CORPORATE BOULEVARD, N.W.
SUITE 204
BOCARATON, FLORIDA 33431

Legal Assistant: Sheri Berkowitz
TELEPHONE: 407-997-0000
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November 27, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/03/96--01176--001
***1837.50 ***1837.50

RE: Limited Partnership Agreement for
THE NATHAN SKOP FAMILY LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Certificate of Limited Partnership of The Nathan Skop Family Limited Partnership, together with our check in the amount of \$1837.50 for filing fees. This includes \$1750.00 fee, plus \$35.00 for Registered Agent fee and \$52.50 for a certified copy.

After filing, please return one certified copy of said Partnership Agreement to this office.

If you have any questions, please contact me.

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

FILED
96 DEC 17 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	12/1/96
Address	12/1/96
Document Examiner	DC
Updater	DC
Updater Verifier	DC
Acknowledgement	DC
W. P. Verifier	DC

TC
\$ 850,000.00

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W96000025960



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1996

SUSAN LANDESMAN
% HOWARD L. SCHWARTZ, P.A.
2101 CORPORATE BOULEVARD, N.W., SUITE 20
BOCA RATON, FL 33431

SUBJECT: THE NATHAN SKOP FAMILY LIMITED PARTNERSHIP
Ref. Number: W96000025960

We have received your document for THE NATHAN SKOP FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must include the registered agent's address within the certificate. You just have his name and acceptance.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 986A00055308

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**THE NATHAN SKOP FAMILY
LIMITED PARTNERSHIP**

A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. **Name:** The name of this Limited Partnership is The Nathan Skop Family Limited Partnership u/a/d 03-20-96.
2. **Business:** The general character of the Partnership business shall be Real Estate Property Management and real property investment and portfolio investment, and management, or otherwise deal in and with the foregoing property or any part thereof, and to carry on such other activities in furtherance of the purpose as are not prohibited by law.
3. **Principal Place of Business and Location of Records:** The location of the principal place of business of the Partnership is 7900 B Lexington Club, Delray Beach, FL 33446 at which place the records shall be maintained.
4. **Registered Agent:** The name and address of the registered agent for service for this Limited Partnership is Howard L. Schwartz, 2101 Corporate Blvd. #204, Boca Raton, FL 33431 who acknowledges by his signature hereunder, that he accepts same.
5. **The General Partner:** The name and business address of the General Partner is as follows:

A. GENERAL PARTNER

PLACE OF BUSINESS

Nathan Skop

7900 B Lexington Club Blvd.
Delray Beach, FL 33446

Helen Skop

7900 B Lexington Club Blvd.
Delray Beach, FL 33446

- B. The Limited Partner:** The name and business address of the Limited Partner is as follows:

LIMITED PARTNER

PLACE OF BUSINESS

Nathan Skop

7900 B Lexington Club Blvd.
Delray Beach, FL 33446

Helen Skop

7900 B Lexington Club Blvd.
Delray Beach, FL 33446

6. Mailing Address: The mailing address of the Limited Partnership is: 7900 B Lexington Club Blvd., Delray Beach, FL 33446.
7. Term: The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on January 1, 2042, unless sooner dissolved by law or by agreement of parties of the parties hereto or unless extended by a majority agreement of the Partners.
8. Additional Contribution: No additional contributions of the Limited Partners have been agreed upon.
9. Return of Contributions: No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.
10. Profits: All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partner's then capital interest accounts, unless retained for Partnership investment and business activities.
11. Sale or Transfer of Interest in Partnership: A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the General Partners, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.
12. Additional Limited Partners: The General Partners may admit additional limited partners.
13. Priority Among Limited Partners: There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.
14. Continuance of Business: In the event of the death, incompetency, bankruptcy, or retirement of any General Partner, the business of the Partnership shall be continued by the remaining General Partners, and if there are none, and if the Limited partners do not admit a new General Partner or Partners to the Partnership within ninety days, the business will not continue and the Partnership will terminate provided in the Partnership Agreement.
15. Property Other than Cash: No Limited Partner shall have the right to demand and receive Property other than cash in return for his or her contribution, but in the

discretion of the General Partners there may be distributions in kind.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed:

The General Partners and Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B", Affidavit of the Amount of the Capital Contributions of the General and Limited Partners, and Any Amount Anticipated to be Contributed by the General Partners and Limited Partners" attached hereto, with an agreed value of \$850,000.00

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 27th day of November, 1996.

GENERAL PARTNER:

BY: [Signature], Trustee

BY: [Signature], Trustee

DATE: 11/5-7/96

[Signature]
Registered Agent

RECORDED
CLERK OF COURT
STATE OF FLORIDA

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FILED

SCHEDULE "B"

**"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,
AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS"**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of
The Skop Family Limited Partnership is \$850,000.00
2. The amount contributed and anticipated to be contributed by the Limited Partners
at this time totals \$850,000.00



NATHAN SKOP

Dated: 11/27/96



HELEN SKOP

Dated: 11/27/96

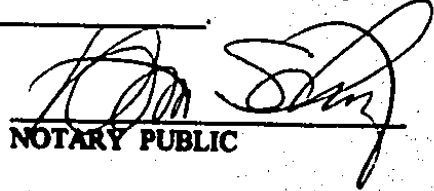
SECRET
TALLahassee, FL 32301

96 DEC 17 PM 2:35

FILED

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 27th day of November
1996 by, Nathan Skop and Helen Skop who is personally known to me, or, has produced the
following form of identification: _____


NOTARY PUBLIC