

12/26/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000018030 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: HOGSON, RUSS, ANDREWS, ET AL
CONTACT: MARY FRITZ
PHONE: (407) 394-0500

ACCT#: 072720000242

FAX #: (561) 394-3862

NAME: GOLDING FAMILY LIMITED PARTNERSHIP

AUDIT NUMBER.....H9600018030

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES.....

DEL.METHOD.. FAX

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A96-2466

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 26 PM 4:28

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A96000002466

96 DEC 26 PM 3:53
DIVISION OF CORPORATIONS

DEC 26 '96 15:41 TO-10049224000

FROM-HODGSON & RUSS

T-302 P.02/96 F-000

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

2000 Chain Road
Suite 400
Boca Raton, FL 33431-4000
954-361-2000
954-361-2177 FAX
954-764-3440
www.hodgsonruss.com
E-mail: booclaw@hodgsonruss.com

Alamy
Baker
Bogert
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Lawrence R. Beyer
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Michael H. Dunn, P.A.
James M. Hadden, P.A.
Paul E. Hadden
Thomas E. Hadden, P.A.
Kevin E. Hadden

James A. Patten, P.A.
Of Counsel

SECRETARY OF STATE

Paul R. Chubb
Michael E. Hadden
Mark E. Hadden
Stephen M. Hadden

H96000018030 2

December 26, 1996

VIA TELECOPY/904-222-4001

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

Dear Sir:

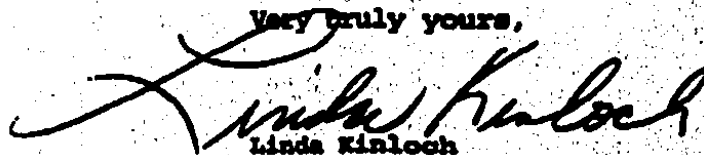
RE: Goldberg Family Limited Partnership

The following is the documentation for the formation of the Goldberg Family Limited Partnership.

Please charge our account accordingly and telecopy a certified copy to the undersigned.

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

Very truly yours,


Linda Kinloch

Attachment

H96000018030 2

0004_1

FILED
56 DEC 26 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 26 '96 15:41 TO-19049224000

FROM-HODGSON & RUSSELL

1-342 19-03/96 F-103

H96000018030 2

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

FILED
DEC 26 PM 4:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

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 **Goldberg Family Limited Partnership**.

2. The address of the office of the partnership is **100 Lake Shore 1455, North Palm Beach, Florida 33408**.

3. The name and address of the agent for service of process on the Partnership is **HRAWG 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:

**George B. Goldberg
Harriet Lee Goldberg
100 Lake Shore 1455
North Palm Beach, Florida 33408**

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 **George B. Goldberg and Harriet Lee Goldberg 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**

H96000018030 2

DEC 26 '96 15:42 TO-19049224000

FROM-HOODSON & RUSSELL

T-302 P.04/00 F-100

M96000018030 2

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 Goldberg Family Limited Partnership this 15 day of November, 1996.

GOLDBERG FAMILY LIMITED PARTNERSHIP


By George S. Goldsboro, General Partner


Harriet Lee Goldsboro, General Partner

FILED

95 DEC 26 PM 4:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M96000018030 2

DEC 26 '98 15:42 TO-19049224000

FROM-MODORON & RUS

T-362 P.06/98 F-000

H96000018030 2

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the Goldberg 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

E E El vice president

FILED

95 DEC 26 PM 4: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000018030 2

H96000018030 2

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

The amount of capital contributions to date of 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 15 day of November, 1996.

GOLDBERG FAMILY LIMITED PARTNERSHIP

By George B. Goldberg General Partner

By Harriet Lee Goldberg 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 15 day of November, 1996.

GOLDBERG FAMILY LIMITED PARTNERSHIP

By George B. Goldberg General Partner

By Harriet Lee Goldberg General Partner

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS.



VICTORIA PERITZ
COMMISSION # 00406400
EXPIRES JAN. 22, 1999
ALAM NOTARY SERVICE
1-800-426-0040

THE FOREGOING instrument was acknowledged and sworn to before me this 15 day of November, 1996, by George B. Goldberg and Harriet Lee Goldberg, as General Partners of the Goldberg Family Limited Partnership. They are known to me to be as identified above.

Victoria Peritz
Notary Public

FILED
96 DEC 26 PM 4:28
CLERK OF STATE
TALLAHASSEE, FLORIDA

A 96000002466

JUN 18 '97 11:22 TO-19049224000

FROM-HODGSON & RUSS

T-228 P.01/04 F-417

6/18/97
11:11 AM

FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((HB7000010017 6))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: HODGSON, RUSS, ANDREWS, ET AL
072720000242

ACCT#:

CONTACT: DENNA DUNESSEY
PHONE: (561) 394-0500
(561) 394-3862

Linda Kinloch

FAX #:

NAME: GOLDBERG FAMILY LIMITED PARTNERSHIP

AUDIT NUMBER.....H97000010017

DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$105.00

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DIVISION OF CORPORATIONS

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FROM-HODGSON & RUSS

T-228 P.02/04 F-417


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

2000 Glades Road
Suite 400
Boca Raton, FL 33431-4500
561-364-0500 BOCA RATON
561-736-2177 PALM BEACH
561-764-3440 DEERFIELD
FAX: 561-364-0888
EMAIL: hcr@hcr.com

Albany
Boca Raton
Burlingame
New York
Rockledge
Tampa
West Palm Beach

Susan K. Baumel, R.A.
Lawrence F. Boyer
C.C. Chisholm, R.A.
Larry Curran, R.A.
Anthony L. Dutton, R.A.
Richard A. Goss, R.A.
Michael H. Goss, R.A.
James M. Hartman, R.A.
Paul H. Rosen
Thomas E. Slattery, R.A.

James A. Patten, R.A.
Of Counsel

MEMBER IN NEW YORK
Paul R. Cusack
Mark S. Klein
Stephen M. Newman

H97000010017 6

June 18, 1997

VIA TELECOPY/904-922-4001

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

Dear Sir:

RE: GOLDBERG FAMILY LIMITED PARTNERSHIP

Attached is the Certificate of Amendment to Certificate of Limited Partnership of the Goldberg Family Limited Partnership.

Please charge our account accordingly and forward a certified copy to the undersigned.

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

Very truly yours,


Linda Kinloch

Attachment

H97000010017 6

62884_1

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

Goldberg 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 26, 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)

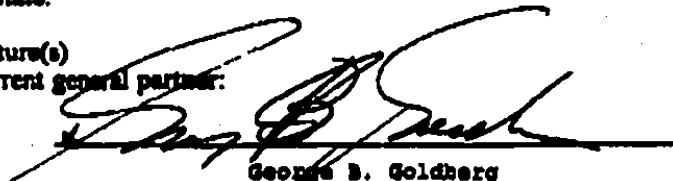
Article 4 of the Certificate of Limited Partnership is hereby amended to delete Harriet Lee Goldberg as a General Partner of the Partnership. To reflect such amendment, Article 4 of the Certificate of Limited Partnership is amended to read in its entirety as follows:

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

George B. Goldberg
100 Lake Shore, #1455
North Palm Beach, Florida 33408 "

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:


George B. Goldberg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 18 PM 2:07

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