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FILED
7 NOV 13 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 10, 1997

Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

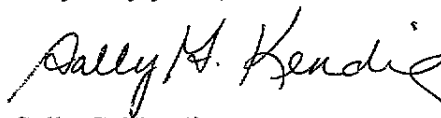
Re: BR & 7, LTD.

400002344604--6
-11/12/97-01067-002
***1697.50 ***1697.50

Dear Sir/Madam:

Please find enclosed an original and one copy of the Certificate of Limited Partnership for the captioned organization together with our check in the amount of \$1,697.50 to file same. Please return a certified copy of the Certificate to the attention of the undersigned at your earliest opportunity.

Very truly yours,



Sally G. Kendig
Legal Assistant

sgk
Enclosure(s)

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

BR & 7, LTD.

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The undersigned, being desirous of forming a limited partnership under the laws of the State of Florida does hereby certify as follows:

1. The name of the limited partnership is BR & 7, LTD. (the "Partnership").
2. The business office of the Partnership in the State of Florida is located at 1048 Kane Concourse, Suite 2-B, Bay Harbour, Florida 33154, or at such other location in the State of Florida as the General Partner may determine from time to time.
3. The name and address of the registered agent for service of process shall be BR & 7, INC., 1048 Kane Concourse, Suite 2-B, Bay Harbour, Florida 33154.
4. The mailing address for the Partnership is c/o BR & 7, INC., 1048 Kane Concourse, Suite 2-B, Bay Harbour, Florida 33154.
5. The latest date upon which the Partnership is to dissolve is 11:59 PM E.S.T. on December 31, 2047.
6. The name and business address of the sole General Partner of the Partnership (the "General Partner") is BR & 7, INC., a Florida corporation, with an address at 1048 Kane Concourse, Suite 2-B, Bay Harbour, Florida 33154.

IN WITNESS WHEREOF, the undersigned has duly executed the Certificate of Limited Partnership as of the 6 day of NOVEMBER, 1997.

BR & 7, INC., a Florida corporation,
as General Partner

BY: Seth Gadinsky pres
Seth Gadinsky, President

ACCEPTANCE OF REGISTERED AGENT

As of this 6 day of NOVEMBER, 1997, the undersigned hereby accepts the designation as registered agent of BR & 7, LTD., and agrees to accept and abide by the obligations set forth in Florida Statutes §620.192.

IN WITNESS WHEREOF, the undersigned has duly executed this Acceptance on the date first above written.

BR & 7, INC., a Florida corporation

By: 
Seth Galsky, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of BR & 7, LTD., a Florida limited partnership, certifies as follows:

3. The amount of capital contributions to date of the limited partners is \$ 50,000.
4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 230,000.

DATED this 7 day of NOVEMBER, 1997.

FURTHER AFFIANT SAYETH NOT.

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

BR & 7, INC., a Florida corporation,

By: *Seth Gadowsky*
Seth Gadowsky, President

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