



THE UNITED STATES
CORPORATION
COMPANY

A97000002471

ACCOUNT NO. : 072100000032

REFERENCE : 599876 87253A 300002350683--2

AUTHORIZATION : -11/18/97--01065--007
***1750.00 ***1750.00

COST LIMIT : \$ PREPAID

ORDER DATE : November 13, 1997

ORDER TIME : 11:45 AM

ORDER NO. : 599876-005

CUSTOMER NO: 87253A

CUSTOMER: Seymour N. Singer, Esq
BLAXBERG GRAYSON & SINGER,
P.A.
Suite 730, Ingraham Building
25 Southeast Second Avenue
Miami, FL 33131-1506

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-11/18/97--01065--008
*****87.50 *****87.50

FILED
97 NOV 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: JUSTICE INVESTMENT ASSOCIATES,
LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

G. TAX FILING 1750.00
R. AGENT FEE 35.00
C. COPY 32.50
TOTAL 1837.50
N. BANK
BALANCE DUE
DEFEND

hpe

11/13/97

11/13/97 1:15 PM
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to the Florida Revised Uniform Limited Partnership Act, Chapter 620, Florida Statutes, the undersigned, the sole general partner (the "General Partner") of JUSTICE INVESTMENT ASSOCIATES, LTD. (the "Limited Partnership"), hereby certifies as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is JUSTICE INVESTMENT ASSOCIATES, LTD.
2. Office and Mailing Address of Limited Partnership. The principal office and mailing address of the Limited Partnership and the office where the records of the Limited Partnership shall be kept, as required by §620.106, Florida Statutes, is 4620 North State Road 7, Suite 300, Fort Lauderdale, Florida 33319.
3. Registered Agent. The Registered Agent of the Limited Partnership for service of process is PANTHER REALTY ADVISORS, INC., a Florida corporation, whose address is 4620 North State Road 7, Suite 300, Fort Lauderdale, Florida 33319.
4. General Partner. The name and business address of the sole General Partner is follows:

Panther Justice, Inc.
 4620 North State Road 7, Suite 300
 Fort Lauderdale, Florida 33319
5. Term of the Partnership. The latest date upon which the Limited Partnership shall dissolve will be December 31, 2050.

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

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership this 11 day of Nov, 1997.

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 TALLAHASSEE FLORIDA

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GENERAL PARTNER:

PANTHER JUSTICE, INC., a Florida corporation

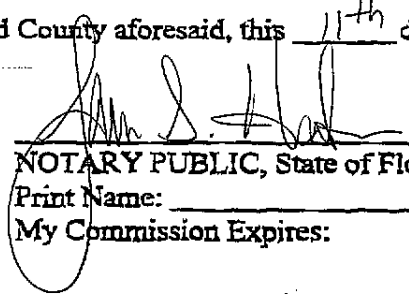
By: 
Print Name: DANIEL SIRLIN
Its: President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

New York
STATE OF ~~FLORIDA~~)
New York : SS
COUNTY OF ~~BROWARD~~)

BEFORE ME, the undersigned authority, appeared DANIEL SIRLIN, as President of PANTHER JUSTICE, INC., a Florida corporation, who is personally known to me or who has provided _____ as identification, and acknowledged that he executed the foregoing instrument for the purposes expressed therein with full corporate authority.

WITNESS my hand and seal in the State and County aforesaid, this 11th day of November, 1997.



NOTARY PUBLIC, State of Florida
Print Name: _____
My Commission Expires: _____

SNS/vlj/15613

LAWRENCE S. HARTMAN
Notary Public, State of New York
No. 02HA5062161
Qualified in Kings County
Commission Expires June 24, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgements, personally appeared DANIEL SIRLIN, President of PANTHER JUSTICE, INC., a Florida corporation, such corporation being the sole General Partner of JUSTICE INVESTMENT ASSOCIATES, LTD. ("Partnership"), who, upon being duly sworn under oath, stated as follows:

1. The amount of capital contribution of the Limited Partner is \$ 300,000
2. The presently anticipated total amount of the capital contributions of the Limited Partners is \$ 1,700,000.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief in the capacity presented.

PANTHER JUSTICE, INC., a Florida corporation

By: 

Print Name: DANIEL SIRLIN
Its: President

SWORN TO and subscribed before me this 11th day of November, 1997 by DANIEL SIRLIN, as President of PANTHER JUSTICE, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who executed this document for the purposes set forth therein with full corporate authority.


NOTARY PUBLIC, State of Florida

Print Name: _____
My Commission Expires: _____

SNS\aly\15613

LAWRENCE S. HARTMAN
Notary Public, State of New York
No. 02HA5062161
Qualified in Kings County
Commission Expires June 24, 1998

