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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 646761 161441A

AUTHORIZATION : *Patricia P. Pitt*

COST LIMIT : \$140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 24 AM 11:33

ORDER DATE : December 23, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 646761-005

CUSTOMER NO: 161441A

700002381827--4

CUSTOMER: Mr. Rocco J. Labella
FERRO LABELLA LOGERFO & ZUCKER
The Landmark Building
27 Warren Street
Hackensack, NJ 07601

DOMESTIC FILING

NAME: THE BERKE FAMILY LIMITED
PARTNERSHIP

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: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
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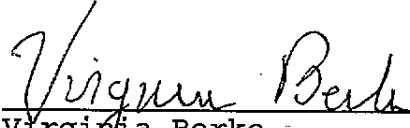
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CERTIFICATE OF LIMITED PARTNERSHIP OF
THE BERKE FAMILY LIMITED PARTNERSHIP

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The undersigned desires to form a Limited Partnership pursuant to the provisions of the Revised Uniform Limited Partnership Law of the State of Florida (the "Act") on the terms and conditions hereinafter set forth and set forth in an "Agreement of Limited Partnership of The Berke Family Limited Partnership, dated as of the 24 day of September, 1997 (the "Agreement"). The following is the information required under Section 620.108 of the Act:

1. **FIRST:** The name of the limited partnership shall be THE BERKE FAMILY LIMITED PARTNERSHIP.
2. **SECOND:** The business address of the limited partnership shall be 8400 Excalibur Circle, C2, Naples, Florida 34108.
3. **THIRD:** The name of the registered agent of the limited partnership shall be Virginia Berke.
4. **FOURTH:** The Florida address of the registered agent of the limited partnership shall be 8400 Excalibur Circle, C2, Naples, Florida 34108.
5. **FIFTH:** The registered agent of the limited partnership hereby accepts the designation as the registered agent of the limited partnership.



Virginia Berke

6. SIXTH: The mailing address of the limited partnership shall be 8400 Excalibur Circle, C2, Naples, Florida 34108.

7. SEVENTH: The limited partnership shall dissolve and terminate at the earliest of the following events:

(A) The occurrence of the termination events specified in the partnership agreement of the limited partnership;

(B) The unanimous written agreement of all partners;

(C) The happening of an event of withdrawal of a general partner, unless at the time there is at least one other general partner and the written provisions of the partnership agreement permit the business of the limited partnership to be carried on by the remaining general partner and that partner does so; but the limited partnership is not dissolved and is not required to be wound up by reason of any event of withdrawal if, within ninety (90) days after the withdrawal, all partners agree in writing to continue the business of the limited partnership and to the appointment of one or more additional general partners if necessary or desired; or

(D) The entry of a decree of judicial dissolution.

8. EIGHTH: The name and business address of the general partner of the limited partnership is

Virginia Berke
8400 Excalibur Circle, C2
Naples, Florida 34108.

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Under penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts contained herein are true and correct.

Signed this 24th day of September, 1997.

Signature of General Partner:

Virginia Berke
VIRGINIA BERKE

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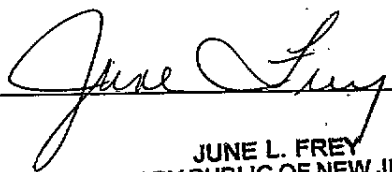
STATE OF NEW JERSEY)

COUNTY OF *Bergen*)

SS:

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BE IT REMEMBERED that on this 24th day of September, 1997, before me, the subscriber, a Notary Public of the State of New Jersey, personally appeared VIRGINIA BERKE, the General Partner of The Berke Family Limited Partnership, who, I am satisfied, is the person who has signed the within instrument, and I having first made known to her the contents thereof, she thereupon acknowledged that she signed, sealed with the corporate seal and delivered the said instrument as the General Partner of The Berke Family Limited Partnership.


JUNE L. FREY
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Mar. 8, 2000

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

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The undersigned being the sole general partner of The Berke Family Limited Partnership, a Florida Limited Partnership, hereby certifies:

1. The amount of capital contributions to date of the limited partners is \$100.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

Signed this 24th day of September, 1997.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.


VIRGINIA BERKE
General Partner