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ABRAMS ANTON P.A.

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1981

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LAURENCE I. BLAIR X  
MILTON S. BLAUT X  
ALAN B. COHN \*  
MAURICE M. GARCIA  
GENE K. GLASSER \*  
WILLIAM S. KRAMER \*  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS

KENNETH A. RUBIN  
REUBEN M. SCHNEIDER \* X \*  
PETER R. SIEGEL  
JACK F. WEINS  
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OF COUNSEL  
STANLEY D. GOTTSEGEN †

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

‡ MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
† MEMBER OF OHIO BAR

◊ BOARD CERTIFIED REAL ESTATE LAWYER

PLEASE REPLY TO:

Hollywood

FILE NO.:

December 30, 1997

100002387581--7  
-12/31/97--01075--015  
\*\*\*1837.50 \*\*\*1837.50

VIA FEDERAL EXPRESS

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

Re: ADLER UNITED LIMITED PARTNERSHIP

Dear Sir/Madam:

Enclosed are original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contribution for Adler United Limited Partnership. **Please note the effective date of January 1, 1998.** Please immediately file these documents and return a certified copy to the undersigned. Enclosed is a check in the amount of \$1,837.50 to cover the fees.

Name	1/5/97
Availability	Sincerely yours,
Document Examiner	Gene K. Glasser
Uploader	GKG:jah
Uploader Verifier	Enclosure
Acknowledgement	DCC
W. P. Verifier	DCC

ESTABLISHED IN 1947

TC  
\$4,000,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

ADLER UNITED LIMITED PARTNERSHIP,

a Florida Limited Partnership

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The undersigned General Partner(s), desiring to form a limited partnership effective January 1, 1998 pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is ADLER UNITED LIMITED PARTNERSHIP.

2. The address of the office of the partnership is 2665 S. Bayshore Drive, Unit 400, Coconut Grove, FL 33133.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33020.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are MONROE PIERCE, INC. and FRANKLIN PENN, INC., 2665 S. Bayshore Drive, Unit 400, Coconut Grove, FL 33133.   
P97000103823  
P97000101376

5. The latest date upon which the partnership shall dissolve is December 31, 2048.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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 Partner(s) of ADLER UNITED LIMITED PARTNERSHIP this 24 day of December, 1998.

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Witnesses:

GENERAL PARTNER(S):

Robert DePoyster  
Robert DePoyster

MONROE PIERCE, INC.,  
a Florida Corporation

By:

Marc F. Gould  
MARC F. GOULD, President

Robert Fairchild  
Robert Fairchild

FRANKLIN PENN, INC.,  
a Florida Corporation

Joann Lebow Gould  
JOANN LEBOW GOULD, President

Having been named as registered agent for ADLER UNITED LIMITED PARTNERSHIP, a Florida limited partnership (the

"Partnership), in the foregoing Certificate of Limited Partnership, I, 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.

REGISTERED AGENT:



\_\_\_\_\_  
GENE K. GLASSER

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA                     )  
  ) SS:  
COUNTY OF BROWARD                 )

BEFORE ME, the undersigned, personally appeared MARC F. GOULD, as President of MONROE PIERCE, INC., a Florida corporation and JOANN LEBOW GOULD, as President of FRANKLIN PENN, INC, a Florida corporation, which corporations are the General Partner(s) of ADLER UNITED LIMITED PARTNERSHIP, a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

**\$4,000,000.00**

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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

GENERAL PARTNER(s):

MONROE PIERCE, INC.,  
a Florida Corporation

By: Marc F. Gould  
MARC F. GOULD, President

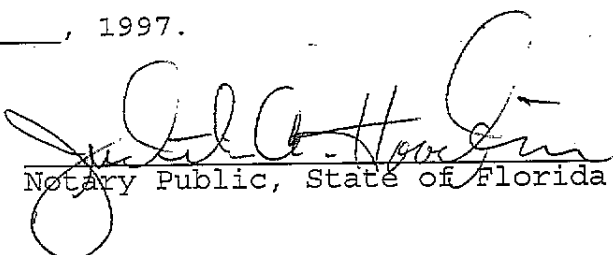
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FRANKLIN PENN, INC.,  
a Florida Corporation

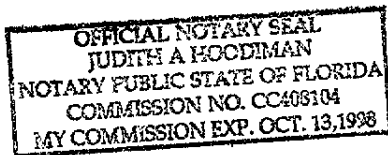
By: 

JOANN LEBOW GOULD, President

The foregoing Affidavit was subscribed and acknowledged before me by MARC F. GOULD, as President of MONROE PIERCE, INC., a Florida corporation, and by JOANN LEBOW GOULD, as President of FRANKLIN PENN, INC., a Florida corporation, who is personally known to me or who has produced N/A as identification, on this 27 day of DECEMBER, 1997.

  
Notary Public, State of Florida

My Commission Expires:



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