

ZISKIND & ARVIN, P.A.

ATTORNEYS AT LAW

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December 30, 1997

VIA FEDERAL EXPRESS

Florida Department of Revenue
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/31/97--01075--014
***1837.50 ***1837.50

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Dear Sir/Madam:

Enclosed you will find two original Certificates of Limited Partnership for the above referenced limited partnership.

Also enclosed is a check in the amount of \$1,837.50 for the required filing fees.

After you have filed the Certificate, please forward the certified copy to the following address:

Ziskind & Arvin, P.A.
444 Brickell Avenue, Suite 905
Miami, FL 33131

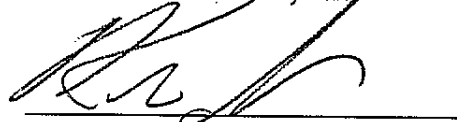
If you have any questions, please do not hesitate to contact the undersigned at (305) 577-4888.

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DIVISION OF CORPORATIONS
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Name	11/3/98
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
W. P. Verifier	DCC

Very truly yours,

ZISKIND & ARVIN, P.A.



Kenneth I. Arvin

TC
\$16,864,568.00

A98006000041

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ZEDECK FAMILY LIMITED PARTNERSHIP, LTD.,
a Florida Limited Partnership**

The undersigned general partner of the ZEDECK FAMILY LIMITED PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), desiring to adopt this Certificate of Limited Partnership of the Partnership (the "Certificate"), pursuant to provisions of the Florida Revised Uniform Limited Partnership Act hereby states:

1. The name of the Partnership is the ZEDECK FAMILY LIMITED PARTNERSHIP, LTD.
2. The address of the office of the Partnership is 1489 West Palmetto Park Road, Suite 300, Boca Raton, Florida 33486.
3. The name and address of the office of the registered agent of of the Partnership is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 905, Miami, Florida 33131.
4. The name and business address of the sole general partner of the Partnership is ZEDECK FAMILY HOLDINGS, INC., 1489 West Palmetto Park Road, Suite 300, Boca Raton, FL 33486. *P97000108449*
5. The mailing address for the Partnership is 1489 West Palmetto Park Road, Suite 300, Boca Raton, FL 33486.
6. 6. The latest date upon which the Partnership shall dissolve is December 31, 2047.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

The execution of this certificate by the undersigned a general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate has been executed by the sole general partner of the Zedeck Family Limited Partnership, Ltd., this 30th day of December, 1997.

ZEDECK FAMILY HOLDINGS, INC., a Florida
corporation, General Partner

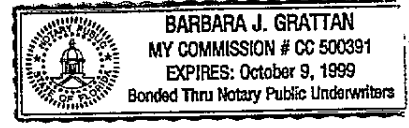
By: *Murray Zedeck Paes*
Murray Zedeck, President

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STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Certificate was acknowledged before me this 30th day of December, 1997 by Murray Zedeck, the President of ZEDECK FAMILY HOLDINGS, INC., a Florida corporation, in its capacity as the sole general partner for the ZEDECK FAMILY LIMITED PARTNERSHIP, LTD., a Florida limited partnership. He is personally known to me and did not take an oath.

Name: *Barbara J. Grattan*
Commission No.:
Notary Public
State of Florida at Large



AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared Murray Zedeck, President of ZEDECK FAMILY HOLDINGS, INC., the sole General Partner of the Zedeck Family Limited Partnership, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certifies as follows:

The assets contributed to the Partnership by the Limited Partners have an agreed upon fair market value of \$16,864,568.00 and the total anticipated value of the capital contributions of the Limited Partners is the same.

FURTHER AFFIANT SAYETH NOT.

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

ZEDECK FAMILY HOLDINGS, INC., as General Partner

By: Murray Zedeck Pres.
Murray Zedeck, President

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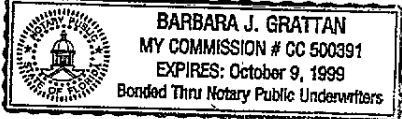
Dated: December 30, 1997.

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing Certificate was acknowledged before me this ____ day of December, 1997 by Murray Zedeck, the President of ZEDECK FAMILY HOLDINGS, INC., a Florida corporation, in its capacity as the sole general partner for the ZEDECK FAMILY LIMITED PARTNERSHIP, LTD., a Florida limited partnership. He is personally known to me and did not take an oath.

Name: Barbara J. Grattan
Commission No.:
Notary Public
State of Florida at Large

BARBARA J. GRATTAN



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

1. The name of the Limited Partnership is:

ZEDECK FAMILY LIMITED PARTNERSHIP, LTD.

2. The name and address of the registered agent and the registered office is:

ZISKIND & ARVIN, P.A., 444 Brickell Avenue, Suite 905, Miami, Florida, 33131.

Pursuant to Section 620.105, Florida Statutes, the undersigned has been named to act as the registered agent of Zedeck Family Limited Partnership, Ltd. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity.

The undersigned further agrees that the undersigned will comply with Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of a limited partnership and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the limited partnership.

DATED: December 30, 1997.

REGISTERED AGENT:

ZISKIND & ARVIN, P.A.

By: 

Kenneth I. Arvin, Esq., Vice President

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