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Steven B. Dolchin, P.A.

Attorney at Law

TAXATION
WILLS, ESTATES AND ESTATE PLANNING
CORPORATION AND BUSINESS LAW

ADMITTED IN FLORIDA AND PENNSYLVANIA

THE OAKS
SUITE 202 B
4330 SHERIDAN STREET
Hollywood, Florida 33021

BROWARD (954) 962-5800
TELEFAX (954) 962-1664

December 30, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/31/97--01075--003
***1785.00 ***1785.00

ATTENTION: PARTNERSHIPS

RE: CARL GOLDMAN LIMITED PARTNERSHIP
OUR FILE NO. 1475-16

To Whom It May Concern:

Enclosed herewith is one original and one copy of the Certificate of Limited Partnership and the Affidavit of Capital Contribution for the above-referenced limited partnership.

Our check, payable to the Secretary of State, in the amount of \$1,785.00 is enclosed as payment of the following:

Filing Fee	\$1,750.00
Registered Agent Designation	35.00
	<u>\$1,785.00</u>

Name	1/5/98
Availability	Yes
Document	
Container	DCC
Under	DCC
Under	
Verityer	DC
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	DCC
Enclosures	
W. P. Verityer	DCC

Partir-K/L-Sec-St/12/18/96

Please return the certified copy to the attention of the undersigned. Thank you for your prompt attention and cooperation.

Very truly yours,


STEVEN B. DOLCHIN

TE
\$480,000.00

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARL GOLDMAN LIMITED PARTNERSHIP

THIS CERTIFICATE is made on this *24th day of October, 1996* by the undersigned parties.

WHEREAS, the parties desire to form a limited partnership known as the Carl Goldman Limited Partnership (the "Partnership") under the revised Florida Uniform Limited Partnership Act and other appropriate laws.

THEREFORE, the parties hereby agree and certify as follows:

1. Name. The Partnership's name is the Carl Goldman Limited Partnership.
2. Purpose. The Partnership's business is to acquire, own, manage and dispose of interests in real property and other property as the Partnership may acquire from time to time.
3. Place and Mailing Address of Business. The principal place of business and the mailing address for the Partnership in the State of Florida is 3000 Island Boulevard, Apt. 902 North Miami Beach, Florida 33160. The General Partners may from time to time change the Partnership's principal place of business to another location.
4. Registered Agent. The street address of the initial registered office of this limited partnership is The Oaks, Suite 202B, 4330 Sheridan Street, Hollywood,

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Florida 33021, and the initial registered agent of this limited partnership at the address is STEVEN B. DOLCHIN.

5. Partners. The name and address of each Partner is shown on Schedule "A". All references to Schedule "A" are to Schedule "A", as amended from time to time. The General Partners acting for or on behalf of the Partnership may buy, sell or otherwise acquire real or other property and carry on and conduct the Partnership business, borrow money and execute promissory notes, secure such debts by any type of security agreement including, but not limited to, any mortgage, deed of trust or financing statement, renew or extend any loans or notes, convey Partnership property in fee simple by deed or otherwise. No party dealing with all of the General Partners with respect to the Partnership property or to whom such property or any part thereof shall be conveyed, contracted to be sold, leased, mortgaged or refinanced by the General Partners, is obligated to see to the application of any purchase money, rent or money borrowed or advanced, or that the terms of the Goldman Limited Partnership Agreement (the "agreement") have been complied with or to inquire into any of the terms of the agreement.

Every agreement of any type with respect to the Partnership property shall be conclusive evidence in favor of any and every person relying on it that at the time or times of the execution or delivery of this agreement, the Partnership was in full force and effect, the instrument was duly executed in accordance with the agreement's terms and provisions and is binding upon the Partnership and all

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the Partners, and the General Partners were duly authorized and empowered to execute and deliver any and every such instrument or document for or on behalf of the Partnership.

6. Term. The Partnership begins on the date this Certificate is duly filed and continues until January 1, 2030, unless previously terminated. The Partners may agree to extend the term after its normal expiration, but each Limited Partner may withdraw his capital from the Partnership at that time.

7. Capital Contribution. The amount of capital contributed to the Partnership by a Partner is shown on Schedule "B". No Limited Partner may be required to make any additional capital contribution or be personally liable for any Partnership losses, debts, obligations or liabilities beyond the amount set forth opposite his or her name as his or her initial capital contribution.

8. Transfer of Limited Partnership Interest. A Limited Partner shall not transfer all or any portion of its Limited Partnership interest without the prior consent of all the Partners, which consent may be unreasonably withheld. If the Partnership is required to recognize a transfer that is not allowed under this agreement, the transferee shall not be a substituted partner and shall only have the rights of an assignee of the partnership interest. The interest transferred shall be only limited to the transferor's rights to distributions of profits and losses as provided by this agreement with respect to the transferred interests, which allocations and distributions may be applied to satisfy the debts, obligations and liabilities for damages that the transferor or transferee of such interests have to the Partnership.

The transferee shall not interfere in the management or administration of Partnership business affairs, require any information or account of Partnership transactions or inspect the Partnership's books and records. The assignee agrees in writing to pay the Partnership a fee of no more than Five Hundred Dollars (\$500.00) to cover the costs and expenses in preparing, executing and recording an amendment to this Certificate. The only allowable transfers under the Partnership agreement are to "permitted transferees." A "permitted transferee" is any individual who is the personal representative of a limited partner, the person approved by all the General Partners, whose approval may be unreasonably withheld, or an individual who is a member of the immediate family of a Limited Partner or a trust created for such person's benefit. An immediate family members includes a spouse, children, and lineal ascendants and descendants.

9. New Limited Partners. No right is reserved to admit additional Limited Partners to the Partnership except (a) by unanimous agreement of all the Partners, and (b) in the event of an assignment of a Limited Partner of all or part of his Limited Partnership interest with the written consent of the General Partners, the assignee then may become a substituted limited partner.

10. Distributions. No Partner has any priority over any other Partner with respect to contributions, capital accounts or distribution upon liquidation, except that distribution of profits and losses shall be allocated in proportion to each Partner's capital interest in the Partnership.

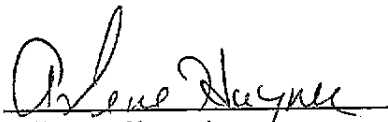
11. Withdrawal of General Partner. If a General Partner dies, becomes incapacitated, withdraws, makes an assignment or becomes a bankrupt, the remaining General Partner shall continue in that capacity. If there are no other General Partners, the Partnership shall be dissolved unless the partners within ninety (90) days agree to appoint another General Partner. The General Partner's interest shall be deemed converted into a limited partnership interest.

12. Withdrawal of Limited Partner. The death, incapacity or withdrawal of a Limited Partner will not dissolve the Partnership.

IN WITNESS WHEREOF, the General Partners and the Limited Partners have signed this Certificate of Limited Partnership Agreement the day and year first above written.

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"GENERAL PARTNER"


Witness Signature
Arlene Hayner

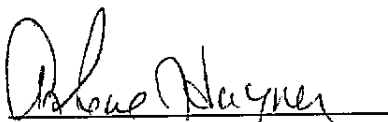
Printed Witness Name


Witness Signature
Belina Surujon

Printed Witness Name


CARL GOLDMAN

"GENERAL PARTNER"


Witness Signature
Arlene Hayner

Printed Witness Name


ROSE GOLDMAN

Belina Surujon
Witness Signature
Belina Surujon

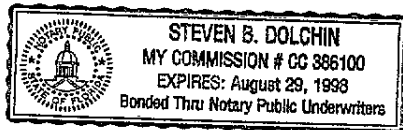
Printed Witness Name

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STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me this 24th day of October,
1996, in the aforesaid County and State. CARL GOLDMAN and ROSE GOLDMAN
are personally known to me or have produced _____ as
identification.

My Commission Expires:



Steven B. Dolchin
NOTARY PUBLIC, State of Florida

"LIMITED PARTNER"

Arlene Hayner
Witness Signature
Arlene Hayner
Printed Witness Name

Belina Surujon
Witness Signature
Belina Surujon
Printed Witness Name

Carl Goldman
CARL GOLDMAN

"LIMITED PARTNER"

Arlene Hayner
Witness Signature
Arlene Hayner
Printed Witness Name

Rose Goldman
ROSE GOLDMAN

SCHEDULE "A"

NAME AND ADDRESS OF PARTNERS

GENERAL PARTNERS:

Carl Goldman
3000 Island Boulevard, Apt. 902
North Miami Beach, Florida 33160

Rose Goldman
3000 Island Boulevard, Apt. 902
North Miami Beach, Florida 33160

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LIMITED PARTNERS:

Carl Goldman
3000 Island Boulevard, Apt. 902
North Miami Beach, Florida 33160

Rose Goldman
3000 Island Boulevard, Apt. 902
North Miami Beach, Florida 33160

REGISTERED AGENT:

Steven B. Dolchin, Esquire
The Oaks, Suite 202B
4330 Sheridan Street
Hollywood, Florida 33021
Telephone: (954) 962-5800

SCHEDULE "B"

INITIAL CAPITAL CONTRIBUTION BY THE PARTNERS

Capital Contribution

GENERAL PARTNER:

Carl Goldman	\$ 5,000.00
Rose Goldman	\$ 5,000.00

LIMITED PARTNER:

Carl Goldman	\$240,000.00
Rose Goldman	<u>\$240,000.00</u>
	\$500,000.00

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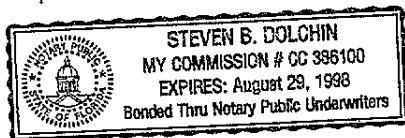
Belina Surujon
Witness Signature
Belina Surujon
Printed Witness Name

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

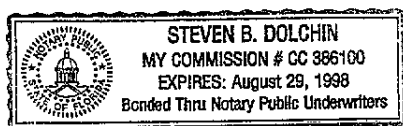
SWORN TO AND SUBSCRIBED before me this 24th day of October, 1996, in the aforesaid County and State. CARL GOLDMAN and ROSE GOLDMAN are personally known to me or have produced _____ as identification.

Steven B. Dolchin
NOTARY PUBLIC, State of Florida

My Commission Expires:



Part-K/Ltd-Cert/10/06/96

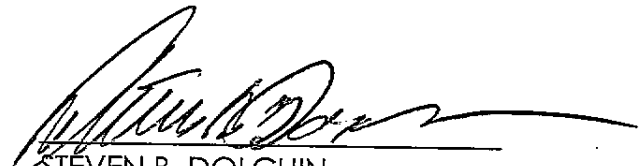


ACCEPTANCE BY REGISTERED AGENT

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN ARTICLE 4 OF THIS
CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT
IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE
DISCHARGE OF ITS DUTIES.

DATED THIS 24th DAY OF October, 1996.


STEVEN B. DOLCHIN
(Registered Agent)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the General Partners of the CARL GOLDMAN LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

The amount of capital contributions to date of the Limited Partners is \$ 480,000.00.

The total amount contributed and anticipated to be contributed Limited Partners at this time totals \$ 480,000.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury we, CARL GOLDMAN and ROSE GOLDMAN declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

"GENERAL PARTNER"

Carl Goldman
CARL GOLDMAN

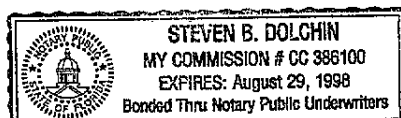
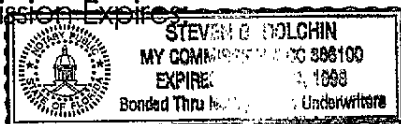
Rose Goldman
ROSE GOLDMAN

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

SWORN TO AND SUBSCRIBED before me this 24th day of October, 1996, in the aforesaid County and State. CARL GOLDMAN and ROSE GOLDMAN are personally known to me or has produced _____ as identification.

Steven B. Dolchin
NOTARY PUBLIC, State of Florida

My Commission Expires _____



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