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COHEN, CHASE, HOFFMAN

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A. ACCT#: 102450002676  
CONTACT: MARY W KURLANSIK  
PHONE: (305)670-0201 FAX #: (305)670-6152

NAME: UNIVERSAL WISDOM, LTD.  
AUDIT NUMBER.....H98000000643  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
CERT. OF STATUS..0 PAGES..... 3  
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\$900,000.00

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
UNIVERSAL WISDOM, LTD.**

WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq., of the Florida Statutes, do hereby certify:

1. The name of the entity under which such Limited Partnership is to be conducted is **UNIVERSAL WISDOM, LTD.**

2. The address of the office of the Limited Partnership is c/o **JEROME H. STERN**, 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

3. The agent for service of process upon the Limited Partnership is **GARY A. KORN**, whose address is 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

4. The name and business address of the sole general partner of the Limited Partnership is **CREATIVE LIVING, INC.**, a Florida corporation, c/o **JEROME H. STERN**, 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

5. The names and business addresses of the sole limited partners of the Limited Partnership are **JEROME H. STERN** and **CONNIE STERN**, 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

6. The mailing address of the Limited Partnership is c/o **JEROME H. STERN**, 20803 Biscayne Boulevard, Suite 200, Aventura, Florida 33180.

7. The latest date upon which the Limited Partnership is to dissolve is December 31, 2035.

DATED this 10<sup>th</sup> day of January, 1998.

**GENERAL PARTNER:**

**CREATIVE LIVING, INC.**, a Florida corporation

By: Arthur E. Lipson  
**ARTHUR E. LIPSON, Vice-President**

**LIMITED PARTNERS:**

Jerome H. Stern  
**JEROME H. STERN**

Connie Stern  
**CONNIE STERN**

GAK\2.0000\104140\1/9/98  
This document prepared by:  
**GARY A. KORN, ESQ.**  
20803 Biscayne Boulevard  
Suite 200  
Aventura, FL 33180  
Florida Bar #207055  
(305) 935-6888

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 1998, by ARTHUR E. LIPSON, as Vice-President of CREATIVE LIVING, INC., a Florida corporation, on behalf of the corporation, who is personally known to me and who did take an oath.

My Commission Expires:



JOSEPH BARRY SCHIMMEL  
 My Commission CC544983  
 Expires Apr. '92, 2000

STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF DADE )

*Joseph Barry Schimmel*  
 Notary Public, State of Florida

Print Name: JOSEPH BARRY SCHIMMEL

98 JAN 12 PM 12:26  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FILED

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 1998, by JEROME H. STERN and CONNIE STERN, who are personally known to me and who did take an oath.

My Commission Expires:



JOSEPH BARRY SCHIMMEL  
 My Commission CC544983  
 Expires Apr. '02, 2000

*Joseph Barry Schimmel*  
 Notary Public, State of Florida

Print Name: JOSEPH BARRY SCHIMMEL

### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for UNIVERSAL WISDOM, LTD., a Florida Limited Partnership.

*GARY A. KORN*  
 GARY A. KORN, Registered Agent

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**AFFIDAVIT**

STATE OF FLORIDA       )  
                                   ) SS:  
 COUNTY OF DADE        )

BEFORE ME, the undersigned authority, personally appeared ARTHUR E. LIPSON ("Affiant"), who being first duly sworn, upon oath, states as follows:

1. That Affiant is the Vice-President of CREATIVE LIVING, INC., a Florida corporation ("Corporation"), and is duly authorized to execute this Affidavit on behalf of the Corporation.

2. That the Corporation is the sole general partner of UNIVERSAL WISDOM, LTD., a Florida Limited Partnership (the "Limited Partnership") and JEROME H. STERN and CONNIE STERN are the sole limited partners of the Limited Partnership.

3. That the amount of the capital contribution of the sole limited partners and the amount anticipated to be contributed by the limited partners is as follows:

Amount Contributed:

Total Amount Anticipated  
to be Contributed

Total Anticipated Limited Partners Contributions

\$ 50,000.00

\$ 350,000.00

\$ 400,000.00

FURTHER AFFIANT SAYETH NOT.

  
 ARTHUR E. LIPSON - Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 10th day of January, 1998, by ARTHUR E. LIPSON, Affiant, who is personally known to me and who did take an oath.

My Commission Expires:



JOSEPH BARRY SCHIMMEL  
 My Commission CC544983  
 Expires Apr. 02, 2000

  
 Notary Public, State of Florida

Print Name: JOSEPH BARRY SCHIMMEL

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