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ILLINOIS BAR 1974
FLORIDA BAR 1975

LAW OFFICES OF
John C. Rayson
2400 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306
PHONE: (954) 566-8855
FAX: (954) 566-8902

OF COUNSEL
LELAND H. RAYSON

30 January 1998

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Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

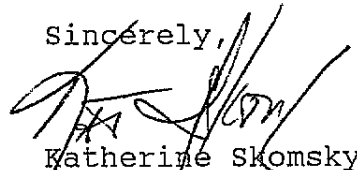
RE: Certificate of Limited Partnership - A Rose Limousine

Dear Sir or Madam:

With regard to the above-referenced, enclosed please find the original Certificate of Limited Partnership which should be filed. Enclosed is our firm's trust check in the amount of \$105.00, representing \$70.00 for filing fees and the \$35.00 fee for designation of Registered Agent.

Thank you for your assistance with the enclosed.

Sincerely,



Katherine Skomsky
Secretary to John C. Rayson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 12:07

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Enclosures

Name	KWM
Availability	
Document Examiner	KWM
Updater	KWM
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

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February 10, 1998

LAW OFFICES OF JOHN C. RAYSON
ATTN: KATHERINE SKOMSKY
2400 EAST OAKLAND PARK BLVD.
FT. LAUDERDALE, FL 33306

SUBJECT: A ROSE LIMOUSINE, LTD.
Ref. Number: W98000003021

We have received your document for A ROSE LIMOUSINE, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The filing fees are based the total amount contributed and anticipated limited partners. The fees are \$7.00 per thousand minimum fee \$52.50, maximum fee \$1750.00, and \$35.00 registered agent fee. Please amend affidavit and enclose appropriate fees.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

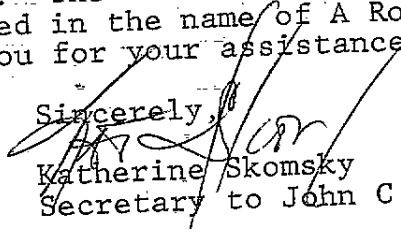
If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 398A00007692

Pursuant to the above, enclosed please find our original Certificate of Limited Partnership to be filed. The Affidavit now comports with the filing fees previously submitted in the name of A Rose Limousine in the amount of \$105.00. Thank you for your assistance in this regard.

Sincerely,


Katherine Skomsky
Secretary to John C. Rayson

98 MAR -4 PM 12:07

CERTIFICATE OF LIMITED PARTNERSHIP
OF

A ROSE LIMOUSINE, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, does hereby certify and swear in this Certificate of Limited Partnership to the following:

1. NAME AND PRINCIPAL PLACE OF BUSINESS:

The name of the Limited Partnership and the address of the principal office is:

A ROSE LIMOUSINE, LTD.
3700 N.E. 27TH AVENUE
LIGHTHOUSE POINT, FL 33064

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Michael Brauser
3700 N.E. 27th Ave.
Lighthouse Point, FL 33064

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

A ROSE LIMOUSINE, LTD. - 996-102520
3700 N.E. 27th Ave.
Lighthouse Point, FL 33064

4. EFFECTIVE DATE.

This Limited Partnership shall be effective on the date of filing hereof.

Prepared by:
John C. Rayson, Esq.
2400 E. Oakland Pk. Blvd.
Ft. Lauderdale, FL 33306
954-566-8855
Florida Bar No. 204153

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5. MAILING ADDRESS.

The mailing address and the principal place of business address of the Limited Partnership, which are the same, is:

A ROSE LIMOUSINE, LTD.
3700 N.E. 27th Ave.
Lighthouse Point, FL 33064

6. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership at Fort Lauderdale, Florida, this 31st day of December, 1997.

A ROSE LIMOUSINE, INC.,
General Partner,

By:


MICHAEL H. BRAUSER, President

AFFIDAVIT

98 MAR -4 PM 12:07

STATE OF FLORIDA
COUNTY OF BROWARD

A ROSE LIMOUSINE, INC., the General Partner of A ROSE LIMOUSINE, LTD. ("Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership at the date here of is:
TEN THOUSAND AND NO/100 (\$ 10,000.00) Dollars and
the total amount of anticipated contributions is:
NO FURTHER CONTRIBUTIONS ANTICIPATED (\$) Dollars.

A ROSE LIMOUSINE, INC.,
General Partner

By:

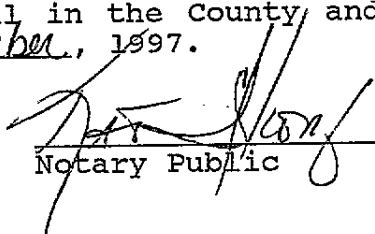

MICHAEL H. BRAUSER, President

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me this 31st day of December, 1997,
by MICHAEL H. BRAUSER, President, who is personally known to me or
who produced _____ as identification and
who did take an oath.

WITNESS my hand and official seal in the County and State last
aforesaid this 31st day of December, 1997.

My Commission Expires:


Notary Public

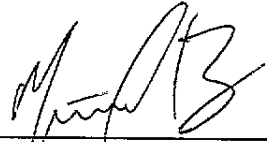
ACCEPTANCE

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DIVISION OF CORPORATIONS

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Pursuant to Section 620.192 of Florida Statutes, the undersigned accepts appointment as registered agent for A ROSE LIMOUSINE, LTD., a Florida limited partnership and accepts all obligations imposed on it as such under Florida law..

Executed this 31st day of December, 1997.



MICHAEL H. BRAUSER