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• TESCHER CHAVES RUBIN & FORMAN, P.A.

One Datran Center Penthouse I 9100 South Dadeland Boulevard Miami, Florida 33156-7819

Telephone (305) 670-0444 Watts (800) 782-6392 Fax (305) 670-0734 Attorneys-at-Law

Robert A. Chaves Peter J. Forman Charles D. Rubin Donald R. Tescher

of counsel Dale A. Heckerling Deborah Plaks Hochman (retired) William C. Lewis, Jr., PA. Gary D. Lipson Charles E. Muller II Boca Corporate Center Suite 216 2101 Corporate Boulevard Boca Raton, Florida 33431-7343

> Telephone (561) 998-7847 Watts (800) 288-2925 Fax (561) 998-2642

> > Miami

May 5, 1998

VIA ELECTRONIC FILING THROUGH EMPIRE

Florida Dept. Of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

Re: EMHARU INVESTMENTS, LTD./Our File No. 7137.010

Gentlemen:

Enclosed for filing please find the following items:

a. Certificate of Limited Partnership for the referenced Florida limited partnership;

b. Registered Agent Acceptance;

c. Affidavit regarding capital contributions;

d. Check of Sheldon W. Rubin (check no. 102) payable to Florida Department of State for \$183250, 5 for payment of \$1,750 filing fees, \$52.50 certified copy fee, and \$35 Registered Agent Designation fee.

Please process the Certificate and related documentation.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely Charles D. Rubin

CDR/wp Enc. cc: Sheldon Rubin (w/ enc.) Robert Chaves (w/o enc.)



REPLY TO:



CERTIFICATE OF LIMITED PARTNERSHIP

OF

EMHARU INVESTMENTS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

SECTION 1 NAME

The name of the limited partnership is EMHARU INVESTMENTS, LTD.



SECTION 2 EXISTENCE

The existence of the limited partnership shall commence on May 7, 1998.

SECTION 3 OFFICE ADDRESS

The address of the office of the limited partnership is 7120 Lions Head Lane, Boca Raton, Florida 33496.

SECTION 4 AGENT FOR SERVICE OF PROCESS

The agent for service of process for the limited partnership is SHELDON RUBIN, at 7120 Lions Head Lane, Boca Raton, Florida 33496.

SECTION 5 GENERAL PARTNER

The name and business address of the sole general partner of the limited partnership is:

EMHARU MANAGEMENT CORPORATION 7120 Lions Head Lane, Boca Raton, Florida 33496.

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SECTION 6 MAILING ADDRESS

The mailing address for the limited partnership is 7120 Lions Head Lane, Boca Raton,

Florida 33496.

SECTION 7 DATE OF DISSOLUTION

The latest date upon which the limited partnership is to dissolve is December 31, 2047.

Executed this 30 day of April, 1998.

MANAGEM EMHARU CORPORATION, a Florida corporation, as sole General Partner

SHELDON RUBIN, Pres.

F:\WPDATA\Rubin, Sheldon\Certificate of Limited Partnership.wpd[98 08:57:45 4 23]

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for EMHARU INVESTMENTS, LTD., at the place designated in the Certificate of Limited Partnership, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.105 of the Floridar, Statutes.

Dated: April 30 ____, 199___

SHELDON RUBIN, Registered Agent



AFFIDAVIT



State of Florida

County of Palm Beach

Before me, a notary public for the above-described state, came SHELDON RUBIN, as President of EMHARU MANAGEMENT CORPORATION, a Florida corporation and general partner of EMHARU INVESTMENTS, LTD., and on behalf of EMHARU MANAGEMENT CORPORATION and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of EMHARU, LTD. to the capital of that limited partnership are \$0.

2. The anticipated contributions of limited partners of EMHARU INVESTMENTS, LTD. to a capital of that limited partnership are \$1,336,500.

EMHARU MANAGEMENT CORPORATION, a Florida corporation, as sole General Partner

SHELDON RUBIN, Pres.

Sworn to and subscribed before me, this <u>let</u> day of <u>May</u>, 1998, by SHELDON RUBIN who is personally known to me or produced <u>a drivers license</u> as identification.

MARY JANINE PERRY ST PUL COMMISSION # CC 657835 EXPIRES JUN 22, 2001 BONDED TI ATLANTIC BONDING CO., INC.

My commission expires:

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