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JOEL REINSTEIN

JOEL REINSTEIN

THE PLAZA • SUITE 801
5355 TOWN CENTER ROAD
BOCA RATON, FLORIDA 33486

TELEPHONE (561) 391-4900
FACSIMILE (561) 393-1909

April 7, 1998

AIRBORNE

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/08/98--01093--001
***1785.00 ***1785.00

Re: The Uchin Family Limited Partnership

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

1. Certificate of Limited Partnership.
2. Affidavit of Capital Contributions.
3. Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,785, representing the maximum filing fee of \$1,750, and the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the envelope provided.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Joel Reinstein

JR/wsm
Enclosures
cc: Dr. and Mrs. Jerome Uchin

StateFLP4.1tr

Name	MAK
Availability	MAK
Document Examiner	MAK
Updater	MAK
Updater Verifier	MAK
Acknowledgement	MAK
W. P. Verifier	MAK

998-1160

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DIVISION OF CORPORATIONS
98 MAY -8 PM 12:15

CERTIFICATE OF LIMITED PARTNERSHIP
THE UCHIN FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP

The undersigned General Partners desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is THE UCHIN FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is 7083 Queenferry Circle, Boca Raton, FL 33496.

3. The name and address of the agent for service of process of the Partnership is Joel Reinstein, Esq., The Plaza, Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486.

4. The name and business address of the General Partners are Jerome Fertig Uchin and Dorothy Uchin, 7083 Queenferry Circle, Boca Raton, FL 33496.

5. The mailing address of the Partnership is 7083 Queenferry Circle, Boca Raton, FL 33486.

6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2045, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

The execution of this Certificate by the undersigned General Partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partners of The Uchin Family Limited Partnership this 6th day of May, 1998.

THE UCHIN FAMILY LIMITED
PARTNERSHIP

By: Jerome Fertig Uchin
Jerome Fertig Uchin
General Partner

By: Dorothy Uchin
Dorothy Uchin
General Partner

98 MAY -8 PM12:15

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DIVISION OF CORPORATIONS

STATE OF FLORIDA :

SS:

COUNTY OF PALM BEACH :

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JEROME FERTIG UCHIN, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of May, 1998.

My commission expires:

Name: Joel Reinstein
Notary Public



Joel Reinstein
MY COMMISSION # CC682867 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA :

SS:

COUNTY OF PALM BEACH:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DOROTHY UCHIN, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of May, 1998.

My commission expires:

Name: Wanda S. McNulty
Notary Public, State of Florida



Wanda S. McNulty
MY COMMISSION # CC682866 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Uchin Family Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

By: _____

Joel Reinstein, Esq.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, constituting the general partners of THE UCHIN FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals Five Million Dollars (\$5,000,000.00).

FURTHER AFFIANTS SAYETH NOT.

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

THE UCHIN FAMILY LIMITED
PARTNERSHIP

By: Jerome Fertig Uchin
Jerome Fertig Uchin
General Partner

By: Dorothy Uchin
Dorothy Uchin
General Partner

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA :
 SS:
COUNTY OF PALM BEACH :

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JEROME FERTIG UCHIN, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 6th day of MAY 1998.

My commission expires:

Name: Joel Reinstein
Notary Public



Joel Reinstein
MY COMMISSION # CC682867 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA :--

SS:

COUNTY OF PALM BEACH :

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared DOROTHY UCHIN, to me known to be the person described in and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of MAY, 1998.

My commission expires:

Wanda S. McNulty
Name: Wanda S. McNulty
Notary Public



Wanda S. McNulty
MY COMMISSION # CC682866 EXPIRES
September 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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