

A 9800001229

COHEN & FRIEDMAN, P.A.
ATTORNEYS AT LAW

May 13, 1998

Secretary of State of the
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

500002524935-5
-05/15/98-01025-006
***1837.50 ***1837.50

Attention: Filings for Limited Partnership Dept.

Re: The Jeffrey Group Partnership, L.P.

Dear Sir or Madam:

Enclosed for filing is an executed original and one copy of Certificate of Limited Partnership, Acceptance of Appointment of Registered Agent and Affidavit of Capital Contribution for the above-referenced corporation. Also enclosed is a check in the amount of \$1,837.50 representing the following:

Filing Fee for Limited Partnership (max. amt. capital contribution)	\$1,750.00
Registered Agent Designation	35.00
Fee for certified copy of Certificate	52.50
	<u>\$1,837.50</u>

Once filing is completed, please return one certified copy to us in the enclosed self-addressed stamped envelope. Kindly call the undersigned immediately if you have any questions or problems with the foregoing. Thank you for your assistance in this matter.

Respectfully yours,

COHEN & FRIEDMAN, P.A.

A98-1229

Name	Carol Housman
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgement	
W. P. Verifier	

Carol Housman, Secretary
to Michael Dean Friedman

/ch
Enclosures
c:\wpdocs\friedman\forms.ltr\certlp2.doc

**CERTIFICATE OF LIMITED PARTNERSHIP OF
THE JEFFREY GROUP PARTNERSHIP, *Limited Partnership*
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the limited partnership is THE JEFFREY GROUP PARTNERSHIP, *Limited Partnership*

2. The mailing address ^{*principal address*} of the Partnership and the office of the Partnership is 1111 Lincoln Road, Miami Beach, Florida 33139.

3. The name and address of the agent for service of process on the Partnership is Jeffrey Sharlach, c/o The Jeffrey Group, Inc., 1111 Lincoln Road, Miami Beach, Florida 33139.

4. The name and address of the general partner is The Jeffrey Group, Inc., a Florida corporation, 1111 Lincoln Road, Miami Beach, Florida 33139. *P93-46178*

5. The latest date upon which the Partnership shall dissolve is December 31, 2046.

6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the general partner.

The execution of this certificate by the undersigned general partner 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 sole general partner of THE JEFFREY GROUP PARTNERSHIP, *Limited Partnership* this 30th day of April, 1998.

GENERAL PARTNER:

THE JEFFREY GROUP, INC.

By: 

Jeffrey Sharlach, President

**ACCEPTANCE OF APPOINTMENT
OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:08

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Certificate of Limited Partnership.


Jeffrey Sharlach

Date: April 30, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JEFFREY SHARLACH, being the president of THE JEFFREY GROUP, INC., the sole general partner of THE JEFFREY GROUP PARTNERSHIP, *Limited Partnership*, who upon being duly sworn, certifies as follows:

1. The amount of capital contribution to the Partnership made by the limited partners of the Partnership is, in the aggregate, SEVEN HUNDRED SIXTY THOUSAND AND NO/100 (\$760,000.00) Dollars.

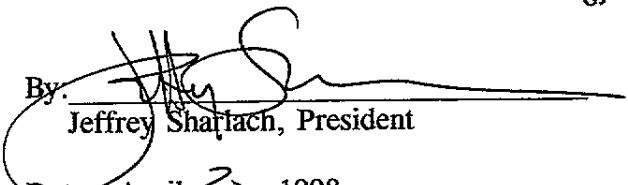
2. No additional capital contributions are anticipated to be made by any limited partner of the Partnership.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that what is asserted above is true, to the best of my knowledge and belief.

GENERAL PARTNER:

THE JEFFREY GROUP, INC.

By: 
Jeffrey Sharlach, President

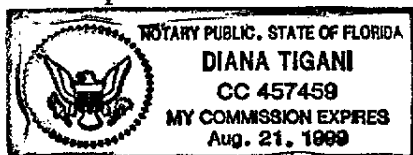
Date: April 30, 1998

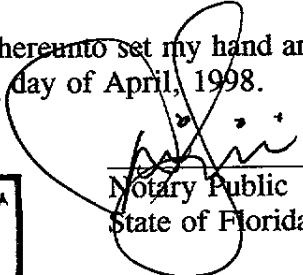
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 15 PM 2:08

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared JEFFREY SHARLACH as President of THE JEFFREY GROUP, INC., known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contribution, and he acknowledged to me and before me that he executed this Affidavit as the sole general partner of THE JEFFREY GROUP PARTNERSHIP, *Limited Partnership*.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of April, 1998.

My Commission Expires:




Notary Public
State of Florida at Large