



THE UNITED STATES
CORPORATION
COMPANY

A98000001349

ACCOUNT NO. : 072100000032

REFERENCE : 832206 7111607

AUTHORIZATION :

COST LIMIT : \$ 1785.00

Patricia Pzyt

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 27 PM 10:15

ORDER DATE : May 26, 1998

ORDER TIME : 2:05 PM

ORDER NO. : 832206-005

CUSTOMER NO: 7111607

200002540032--4--

CUSTOMER: Alan Winters, Esq
ZIEGLER SAGAL & WINTERS P.C.

250 Park Ave.-10th Fl.

New York, NY 10177

68A00031533

DOMESTIC FILING

NAME: S&B INVESTMENT ASSOCIATES,
L.P.

EFFECTIVE DATE:

27th

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

ML
6/1/98

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(4)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 29, 1998

TAMARA ODOM
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: S&B INVESTMENT ASSOCIATES, L.P.
Ref. Number: W98000012239

We have received your document for S&B INVESTMENT ASSOCIATES, L.P. and the authorization to debit your account in the amount of \$1785.00. However, the document has not been filed and is being returned for the following:

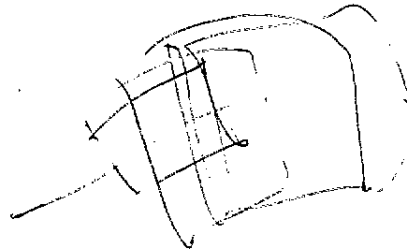
Current law does not allow Florida limited partnerships to use the suffix -- L.P. Please use LTD., LIMITED, or LIMITED PARTNERSHIP.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 098A00030130



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RESUBMIT

Please give original
submission date as file date.

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CERTIFICATE OF LIMITED PARTNERSHIP

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STATE
SECRETARY OF CORPORATIONS
98 JUN 27 AM 10:15
DIVISION OF CORPORATIONS

1. S&B Investment Associates, Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. c/o Mark L. Rivlin, Esq. 1550 Madruga Ave. Suite 120, Coral Gables, Fla 33146
(Business address of Limited Partnership)
3. Corporation Service Company
(Name of Registered Agent for Service of Process)
4. 1201 Hays Street, Tallahassee, Florida 32301
(Florida street address for Registered Agent)
5. By: Karen B. Rozar **Karen B. Rozar, Asst. Sec.
Corporation Service Company**
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. c/o Mark L. Rivlin, Esq. 1550 Madruga Ave. Suite 120, Coral Gables, Fla 33146
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2048

8. Name(s) of general partner(s):

Street address:

Down South S&B Holding Corp.

c/o Mark L. Rivlin, Esq. 1550 Madruga Ave.
Suite 120, Coral Gables, Fla 33146

998000026205

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 19th day of May, 19 98.

Signature of all general partners:
Down South S&B Holding Corp.

General Partner-Marc DiLorenzo, President

General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of S&B Investment Associates, Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 3,500,000

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 3,500,000

Signed this 19th day of May, 19 98

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that facts stated herein are true and correct.*

Down South S&B Holding Corp.

General Partner-Marc DiLorenzo, President

General Partner

General Partner

General Partner

General Partner

General Partner

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