



THE UNITED STATES
CORPORATION
COMPANY

A98 0000001493

ACCOUNT NO. : 072100000032

REFERENCE : 859230 7122837

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 17, 1998

ORDER TIME : 1:02 PM

ORDER NO. : 859230-005

CUSTOMER NO: 7122837

CUSTOMER: Richard S. Werber, Esq
REXALL SUNDOWN INC.

851 Broken Sound Pkwy. Nw

Boca Raton, FL 33487

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-06/17/98--01085--013

***1837.50 ***1837.50

DOMESTIC FILING

NAME: CDR WAREHOUSE ASSOCIATES, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: *JA*

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DIVISION OF CORPORATIONS
98 JUN 17 PM 3:06

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98 JUN 17 PM 2:42
DIVISION OF CORPORATION

A98-
1493

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
CDR WAREHOUSE ASSOCIATES, LTD.**

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

1. NAME.

The name of the Limited Partnership is:

CDR WAREHOUSE ASSOCIATES, LTD.

2. REGISTERED AGENT.

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

Charles E. Muller II
One Datan Center, Suite 1707
9100 S. Dadeland Boulevard
Miami, Florida 33156-7819

3. GENERAL PARTNER.

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

Linton, Inc. ✓ *PP1000013405*
1801 S. Federal Highway
Delray Beach, Florida 33483

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

1801 S. Federal Highway
Delray Beach, Florida 33483

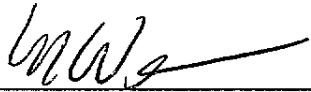
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5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2027.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Boca Raton, Florida, this 16th day of June, 1998.

Linton, Inc.,
general partner


By: 
Richard Werber, its Vice President

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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for CDR WAREHOUSE ASSOCIATES, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 15 day of June, 1998.



Charles E. Muller II

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AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The undersigned General Partner of CDR WAREHOUSE ASSOCIATES, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$1,138,500.

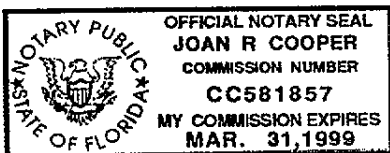
Linton, Inc.,
general partner

By: *Richard Werber*
Richard Werber, its Vice President

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STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

The foregoing instrument was signed before me this 16th day of June, 1998, by Richard Werber in the capacity indicated. He is personally known to me or has produced a Florida Driver's License as identification and did take an oath.



My commission expires:

Joan R Cooper
Name: _____
Commission No.: _____
Notary Public
State of Florida at Large