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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GOLDBLOOM FAMILY, LTD.

AUDIT NUMBER.....H98000011413

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 31

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$1,837.50

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DIVISION OF CORPORATIONS


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
GOLDBLOOM FAMILY, LTD.

1. Name of Limited Partnership: Goldbloom Family, Ltd.
2. The Business address of Limited Partnership: 201 Alhambra Circle, Suite 514, Coral Gables, Florida 33134
3. Name of Registered Agent for Service of Process: Gary Goldbloom
4. Florida Street Address for Registered Agent: 201 Alhambra Circle, Suite 514, Coral Gables, Florida 33134
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)
6. The mailing Address of the Limited Partnership: 201 Alhambra Circle, Suite 514, Coral Gables, Florida 33134
7. The latest date upon which the Limited Partnership is to be dissolved is June 17, 2038.
8. Name of General Partner:
998-54663
Goldbloom Family, Inc., a Florida corporation
201 Alhambra Circle, Suite 514
Coral Gables, Florida 33134

Signed this 17th day of June, 1998.

Goldbloom Family, Inc.
a Florida corporation

By: 
George Goldbloom, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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ACCEPTANCE OF RESIDENT AGENT

The undersigned Gary Goldbloom, hereby accepts the above and foregoing designation as Resident Agent for Service of Process of Goldbloom Family, Ltd.

Gary Goldbloom

Gary Goldbloom, Resident Agent

Dated: June 17, 1998

g:goldbloomfamily-2400011413.ar

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TALLAHASSEE, FLORIDA

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DECLARATION OF CAPITAL CONTRIBUTIONS TO GOLDBLOOM FAMILY, LTD.

State of Florida) :SS
County of Miami Dade)

Before me, the undersigned authority personally appeared George Goldbloom, who, upon being duly sworn deposes and says:

1. I am President of Goldbloom Family, Inc., a Florida corporation, the sole general partner of Goldbloom Family, Ltd., a Florida Limited Partnership (the "Limited Partnership") which is being formed under the Florida Revised Uniform Limited Partnership Act.

2. The names and addresses of the Limited Partners of the Limited Partnership and their capital contributions to the Limited Partnership are as follows:

Table with 2 columns: Name and Address of Limited Partner, Capital Contributions. Rows include Gary Goldbloom (\$499,980.00), Elise F. Freedman Trust (\$208,325.00), and Jessica E. Freedman Trust (\$116,662.00).

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

George Goldbloom (signature)

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The foregoing instrument was acknowledged before me this 17th day of June, 1998,
by George Goldbloom, who () is personally known to me or who () presented _____
_____ as identification.

Randi Krongold

Notary Public, State of Florida
at Large


Randi Krongold

Printed Name

Serial No. _____

My Commission Expires:

g:goldbloom/family/2000011413

 Randi Krongold
My Commission Expires
Expires June 25, 2000

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

State of Florida)
County of Miami Dade)

BEFORE ME, the undersigned authority, personally appeared George Goldbloom, who upon being duly sworn, deposes and says,

1. The sole general partner of Goldbloom Family, Ltd., a Florida limited partnership, is Goldbloom Family, Inc., a Florida corporation. I am President of Goldbloom Family, Inc., and have personal knowledge of the matters hereinafter set forth.

2. The amount of capital contributions to date of the limited partners is \$833,300.00.

3. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$833,300.00.

Dated, this 17th day of June, 1998.

Further Affiant Sayeth Not.

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

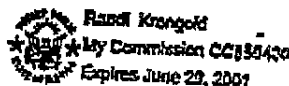
Goldbloom Family, Inc.,
a Florida corporation, the sole general
partner of Goldbloom Family, Ltd.

By: [Signature]
George Goldbloom, President

The foregoing instrument was acknowledged before me this 17th day of June, 1998, by George Goldbloom who (X) is personally known to me or who () presented _____ as identification.

[Signature]
Notary Public, State of Florida at
Large Randi Krongold
Printed Name of Notary
Serial No. _____

My commission expires:
s:goldbloomfamily.ltdaffidavit



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TALLAHASSEE, FLORIDA