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LAW OFFICE  
OF  
CHARLES SHABSELS

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June 19, 1998

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-05/22/98--01087--002  
\*\*\*1785.00 \*\*\*1785.00

Secretary of State  
of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Formation of Okin Family Limited Partnership  
Under Section 620.101-620.186 of the Florida  
Revised Limited Partnership Act

Gentlemen:

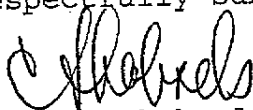
I represent Mr. and Mrs. Jules Okin, 4200 Steamboat Bend, Unit  
203, Forts Meyers, Florida 33919.

On their behalf, I enclose the following:

1. Certificate of Limited Partnership for Okin Family  
Limited Partnership, duly executed, dated May 15, 1998;
2. Affidavit of Capital Contributions, annexed to the  
Certificate of Limited Partnership, duly executed; and
3. A check made payable to "State of Florida-Department of  
State", in the sum of \$1,785, representing the fee for filing based  
on limited partner capital contributions in the sum of \$1,750 and  
\$35 for the registration of the registered agent.

Kindly file the certificate and send our office a filing  
receipt showing formation in the State of Florida.

Respectfully submitted,

  
Charles Shabsels

CS/mm  
Encls.

FILED  
98 JUN 22 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP FOR  
OKIN FAMILY LIMITED PARTNERSHIP  
UNDER SECTION 620.101-620.186  
OF THE FLORIDA REVISED LIMITED  
PARTNERSHIP ACT (1986)

This Certificate of Limited Partnership for OKIN FAMILY LIMITED PARTNERSHIP sets forth the following:

- (1) The name of the Limited Partnership is OKIN FAMILY LIMITED PARTNERSHIP
- (2) The address of the office of the Limited Partnership is c/o Jules Okin, The Landings, 4200 Steamboat Bend, Unit #203, Fort Meyers, Florida 33919.
- (3) The name and address of the Registered Agent for service of process is:

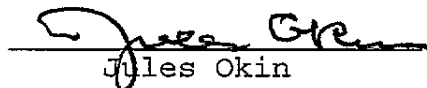
Registered Agent:

Jules Okin

Street Address:

The Landings  
4200 Steamboat Bend, Unit #203  
Fort Meyers, Florida 33919

I, Jules Okin, hereby accept designation as Registered Agent for service of process.

  
Jules Okin

- (4) The name and business address of each General Partner is as follows:

Name of General Partners:

Jules Okin

Minnie Okin

Business Address:

1044 Merrick Road  
Baldwin, New York 11510

1044 Merrick Road  
Baldwin, New York 11510

- (5) The mailing address for the Limited Partnership is:


1044 Merrick Road  
Baldwin, New York 11510

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TALLAHASSEE, FLORIDA

- (6) Unless the General Partners shall unanimously agree to dissolve the Limited Partnership earlier, the Limited Partnership shall be dissolved on December 31, 2047.

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

  
MINNIE OKIN

  
JULES OKIN

Dated: May 15, 1998

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98 JUN 22 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the General Partners of OKIN FAMILY LIMITED PARTNERSHIP, a Florida Limited partnership, certify:

The amount of capital contributions to date of the limited partners is \$250,000

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$250,000

Signed this 15 day of May, 1998.

FURTHER AFFIANT SAYETH NOT.

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

  
Jules Okin

  
Minnie Okin

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98 JUN 22 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA