



THE UNITED STATES
CORPORATION
COMPANY

A980000001574

ACCOUNT NO. : 072100000032

REFERENCE : 867844 97371A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 24, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 867844-005

CUSTOMER NO: 97371A

CUSTOMER: Ms. Mary Laidlaw
ARNSTEIN & LEHR

Suite 600
515 North Flagler Drive
West Palm Beach, FL 33401

600002570816--9
-06/24/98--01042--013
***1785.00 ***1785.00

DOMESTIC FILING

NAME: SANTA MONICA, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 9:24

RECEIVED
98 JUN 24 AM 1:15
DIVISION OF CORPORATION

MR
6/26/98 (5)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1998

ROBERT TURNER
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: SANTA MONICA, LTD.
Ref. Number: W98000014497

RESUBMIT

Please give original
submission date as file date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 9:24

We have received your document for SANTA MONICA, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,785.00 payment.

The AFFIDAVIT must state amount of limited partner contributions to date. The format of your AFFIDAVIT is somewhat confusing in that the GENERAL PARTNER heading comes underneath "NAME OF LIMITED PARTNER." One can assume that the 5 individuals listed are LIMITED PARTNERS, but we would STRONGLY SUGGEST that you delete that GENERAL PARTNER line, or PUT IT SOMEPLACE ELSE.

After you correct this matter, then add the following sentence in Item 1 -- "THE TOTAL AMOUNT ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS IS _____."

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: 998A00034720

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANTA MONICA, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 9:24

We, the undersigned partners, desiring to form a limited partnership pursuant to the laws of the State of Florida certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is SANTA MONICA, LTD.
2. **Office of Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is: 20843 VIA MADEIRA DRIVE, BOCA RATON, FLORIDA 33433.
3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is: STEVEN L. DANIELS, ESQUIRE, ARNSTEIN & LEHR, 433 PLAZA REAL, SUITE 275, BOCA RATON, FLORIDA 33432.
4. **General Partners.** The name and business address of each General Partner in the Limited Partnership are as follows:

<u>Name</u>	<u>Address</u>
RAMSES CASTLE CORP., a Florida corporation	20843 VIA MADEIRA DRIVE BOCA RATON, FL 33433

5. **Address of Partnership.** The mailing address of the Limited Partnership is: 20843 VIA MADEIRA DRIVE, BOCA RATON, FLORIDA 33433.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is: JUNE 1, 2023.

7. **Effective Date.** This Certificate will become effective, and the Limited Partnership will be formed on the date it is filed with the Secretary of State, State of Florida.

Dated: 6-25-98

GENERAL PARTNER:

Ramses Castle Corp., a Florida corporation

By: S. G. Ibrahim
Sobhi G. Ibrahim, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of June, 1998 by SOBHI G. IBRAHIM, who is President of Ramses Castle Corp., a Florida corporation, the General Partner of Santa Monica, Ltd., who is personally known to me or has produced Drivers License as identification.

Kristi Pennachio
Notary Public
My Commission Expires: 10-26-2001

[NOTARY SEAL]



AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who are all the Limited Partners of SANTA MONICA, LTD., declare that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Yousef Marzouk	\$ 200,000.00
Ibrahim H. Ibrahim	75,000.00
Mary Ibrahim	50,000.00
Ezat Morcus	50,000.00
George Estephanos	25,000.00

The total amount anticipated to be contributed by the Limited Partners is \$400,000.00.

2. The total amount anticipated to be contributed by the General Partner is \$575,000.00.

3. Under the penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Dated: 6-25-98

GENERAL PARTNER:

Ramses Castle Corp., a Florida corporation

By: S. G. Ibrahim
Sobhi G. Ibrahim, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25th day of June, 1998 by SOBHI G. IBRAHIM, President of Ramses Castle Corp., a Florida corporation, the General Partner of Santa Monica, Ltd., who is personally known to me or has produced Drivers License as identification.

Kristi Pennachio
Notary Public
My Commission Expires: 10-26-2001

[NOTARY SEAL]

52415_1



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 9:25

ACCEPTANCE OF REGISTERED/RESIDENT AGENT
FOR
SANTA MONICA, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 26 AM 9:25

Having been designated to accept service of process for the above stated Limited Partnership, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this Limited Partnership and agree to comply with the provisions of Section 620-192 of the Florida Statutes.


Steven L. Daniels, Registered Agent

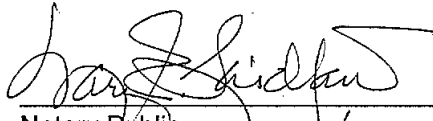
Dated: 6-17-98

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned officer duly authorized to take acknowledgements, this day, personally appeared STEVEN L. DANIELS, to me personally known or who provided as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

Witness my hand and official seal in the State and County aforesaid this 17th day of June, 1998.




Notary Public
My Commission Expires: 6-28-01

[NOTARY SEAL]