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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MARKMAN FAMILY HOLDINGS, LTD.

AUDIT NUMBER.....H98000013137

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 27, 1998

EMPIRE CORPORATION KIT COMPANY
RAY STORMONT

SUBJECT: MARKMAN FAMILY HOLDINGS, LTD.
REF: W98000016138

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please list the contributions separately, if the limited partners have already contributed cash, put that amount, and then put the amount anticipated to be contributed. If they have not contributed anything, put zero, if there are no anticipated contributions, put zero.,

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) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H98000013137
Letter Number: 998A00037790

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MARKMAN FAMILY HOLDINGS, LTD.**

This Certificate of Limited Partnership is prepared and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is Markman Family Holdings, Ltd.
2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Michael Denberg, Esq.
Fieldstone, Lester, Shear & Denberg
Turnberry Plaza
Suite 802
2875 N.E. 191st Street
Aventura, Florida 33180

3. The name and business addresses of the general partners are:

Beverly Siegler
64 Athens Road
Short Hills, NJ 07078

Mona Streit
300 Castle Drive
Englewood Cliffs, NJ 07632

Iris Chernok
350 East 79th Street, Apt. No. 41C
New York, NY 10021

4. The mailing address and principal office for business for the limited partnership is:

c/o Michael Denberg
Turnberry Plaza
Suite 802
2875 N.E. 191st Street
Aventura, Florida 33180

THIS DOCUMENT PREPARED BY:
RONALD R. FIELDSTONE, ESQ.
FIELDSTONE LESTER & SHEAR
200 SOUTH DISCAYNE BLVD.
SUITE 2100
MIAMI, FLORIDA 33131
(305) 982-1555
Fl. Bar # 180299

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5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2040.

The undersigned general partners have executed this Certificate of Limited Partnership effective this ____ day of June, 1998.

GENERAL PARTNERS:

BEVERLY SIEGLER

By: Beverly Siegler

STATE OF NEW JERSEY)
COUNTY OF ESSEX)

BEFORE ME, the undersigned authority, personally appeared BEVERLY SIEGLER, (X) who is personally known to me or () who has produced _____ as identification and who did take an oath, and acknowledged before me that she did execute the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and office seal at MILLAN, N.J., ESSEX County, Florida, this 10th day of JULY, 1998.

Notary Seal

William B. Fong
Notary Public, State of _____
WILLIAM B. FONG
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Feb. 28, 2000

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MONA STREIT

By: Mona Streit

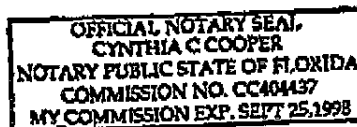
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MONA STREIT, () who is personally known to me or () who has produced ALT. Drivers License as identification and who did take an oath, and acknowledged before me that she did execute the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and office seal at Hollandale, Broward County, Florida, this 7th day of July, 1998.

Cynthia C. Cooper
Notary Public, State of Florida

Notary Seal



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IRIS CHERNOK

By Iris Chernok

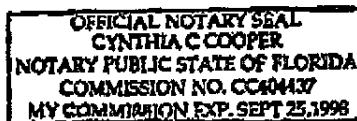
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared IRIS CHERNOK, () who is personally known to me or @ who has produced NY Drivers License as identification and who did take an oath, and acknowledged before me that she did execute the foregoing instrument for the purposes herein expressed.

WITNESS MY HAND and office seal at Aventura, Dade County, Florida, this 13 day of July, 1998.

Cynthia C. Cooper
Notary Public, State of Florida

Notary Seal



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The undersigned accepts the foregoing designation as the agent for service of process on Markman Family Holdings, Ltd., and agrees to act in that capacity.


Michael Denberg

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

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The undersigned, Mona Streit, as a general partner of Markman Family Holdings, Ltd., a Florida limited partnership, being first duly sworn on oath, deposes and says:

1. That she has the capacity as and full authority as a general partner of the Partnership to sign this Affidavit on behalf of the Partnership.

2. That she is a general partner of Markman Family Holdings, Ltd., a Florida limited partnership.

3. That the amount of the capital contributions of the limited partner and the total amount anticipated to be contributed by the limited partner at this time is \$2,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNERS:

MONA STREIT

By: Mona Streit

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MONA STREIT, () who is personally known to me or () who has produced NO Drivers License as identification and who did take an oath, and acknowledged before me that she did execute the foregoing instrument for the purposes herein expressed.

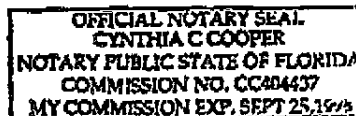
WITNESS MY HAND and office seal at Hollandale, Broward County, Florida, this 7th day of July, 1998.

Cynthia C. Cooper
Notary Public, State of Florida

Notary Seal

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EXHIBIT "A"

<u>MEMBERS</u>	<u>CASH CONTRIBUTED</u>
Beverly Siegler	\$00.00
Mona Streit	\$00.00
Iris Chernok	\$00.00

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