

**A98000001812**  
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July 28, 1998

**VIA FEDERAL EXPRESS**

Mr. John Hall  
Hall's Delivery Service  
Post Office Box 6332  
Tallahassee, Florida 32314

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*681-0619*  
*Carl*

Re: SBZZ of Orlando, Inc., SBZZ of Orlando, Ltd., Brown Harris Stevens Commercial Services.

Dear John:

Enclosed please find one original and one photocopy of each of the following: (i) Articles of Incorporation for SBZZ of Orlando, Inc., (ii) Certificate of Limited Partnership, Affidavit of Capital Contributions and Registered Agent Acceptance for SBZZ of Orlando, Ltd., (iii) Application for Registration of Fictitious Name for Brown Harris Stevens Commercial Services be filed with the Secretary of State. I have also enclosed three (3) trust checks made payable to the Secretary of State for filing fees and certified copies.

Please file these documents with the Secretary of State. After filing, would you please return one certified copy of each to me via Federal Express. If you have any questions, please do not hesitate to give me a call. Thank you for your assistance.

Sincerely,

*Kristy Falkner*

Kristy Falkner  
Assistant to Peter E. Reinert

*My*

*7/29/98*

/kf  
enclosures

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**SBZZ OF ORLANDO, LTD.  
CERTIFICATE OF LIMITED PARTNERSHIP**

The undersigned General Partner files this Certificate of Limited Partnership of SBZZ of Orlando, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is **SBZZ OF ORLANDO, LTD.**
2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

SBZZ of Orlando, Inc.  
770 Lexington Avenue, 4th Floor  
New York, New York 10021

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3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 770 Lexington Avenue, 4th Floor, New York, New York, 10021.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Peter E. Reinert, Esquire  
Godbold, Downing, Sheahan, Battaglia, P.A.  
222 West Comstock Avenue, Suite 101  
Winter Park, Florida 32789

5. Partnership Mailing Address. The mailing address for the limited partnership is 770 Lexington Avenue, 4th Floor, New York, New York 10021.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be canceled or

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amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed by the General Partner on this 22 day of July, 1998.

SBZZ OF ORLANDO, INC.  
a Florida corporation

By: Arthur Zedler  
Its: \_\_\_\_\_

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**SBZZ OF ORLANDO, LTD.  
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

1. Capital Contributions. The undersigned General Partner of SBZZ of Orlando, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be One Hundred and No/100 Dollars (\$100.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be One Hundred and No/100 Dollars (\$100.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

SBZZ OF ORLANDO, INC.,  
a Florida corporation

Date: July 22, 1998

By: *Attn Zedek*  
Its: *Attn Zedek*

## REGISTERED AGENT ACCEPTANCE

Having been named as Registered Agent and to accept service of process for SBZZ of Orlando, Ltd., a Florida limited partnership, at the Registered Office designated in the Certificate of Limited Partnership, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Executed the 15 day of July, 1998.

  
PETER E. REINERT

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