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ALBERT N. PROJANSKY
ATTORNEY AT LAW
1500 ENCINER RANCH ROAD
MYRTON BEACH, FLORIDA 32437-1952
(561) 737-5805
FAX (561) 736-6342

August 3, 1998

Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Sirs:

00674
00789-00524¹-00611-00671

Please file the enclosed Certificate of Limited Partnership and Affidavit of Capital Contributions for Delray Capital Limited Partnership. Also enclosed is check in the amount of \$1,750.00 for payment thereof.

Thank you for your cooperation in this matter.

Very truly yours,



Joan C. Kuehn
Legal Assistant

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-08/17/98-01126-003
*****35.00 *****35.00

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-08/05/98-01030-001
***1750.00 ***1750.00

Enclosures

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Name	CR 8-18
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 6, 1998

JOAN C. KUEHN
ALBERT N. PROUJANSKY
11500 EL CLAIR RANCH ROAD
BOYNTON BEACH, FL 33437-1602

SUBJECT: DELRAY CAPITAL LIMITED PARTNERSHIP
Ref. Number: W98000017860

We have received your document for DELRAY CAPITAL LIMITED PARTNERSHIP and your check(s) totaling \$1750.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a \$35.00 charge for the designation of registered agent.,

There is a balance due of \$35.00.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

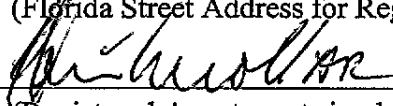
If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 698A00041124

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
DELRAY CAPITAL LIMITED PARTNERSHIP


1. DELRAY CAPITAL LIMITED PARTNERSHIP
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.",
or "Limited Partnership")
2. 16469 Bridlewood Circle, Delray Beach, FL 33445
(The Business Address of Limited Partnership)
3. DELRAY CAPITAL CORP.
(Name of Registered Agent for Service of Process)
4. 16469 Bridlewood Circle, Delray Beach, FL 33445
(Florida Street Address for Registered Agent)
5. By:  Marvin Smollar, President
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process.)
6. 16469 Bridlewood Circle, Delray Beach, FL 33445
(The Mailing Address of the Limited Partnership.)
7. The latest date upon which the Limited Partnership is to be dissolved is Dec. 31, 2018.

- | 8. | NAME OF GENERAL PARTNER(S) | SPECIFIC ADDRESS |
|----|----------------------------|---|
| | Delray Capital Corp. | 16469 Bridlewood Circle
Delray Beach, FL 33445 |

Signed this 12th day of August, 1998.

Signature of all general partners:

DELRAY CAPITAL CORP.

By: 
Marvin Smollar, president

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of DELRAY CAPITAL LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$1,000,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,500,000.00.

This 3rd day of August, 1998.

FURTHER AFFIANT SAITH NOT:

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

DELRAY CAPITAL CORP.
General Partner

By: 

Marvin Smollar, President

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