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September 2, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****1837.50 ***1837.50**

Re: Betty F. Shapiro Irrevocable Trust u/a/d 8/6/98
Our File No.: SH17697-1

Gentlemen:

Enclosed please find the Certificate of Limited Partnership of Shapiro Family Partnership, Ltd., the Acceptance of Appointment as Registered Agent and an Affidavit Declaring Amount of Capital Contributions of Shapiro Family Partnership, Ltd., for filing, together with a check in the amount of \$1,837.50, representing the filing fee of \$1,750.00, the registered agent's fee of \$35.00 and the fee for a certified copy of the Certificate of Limited Partnership of \$52.50.

Also enclosed please find an Application for Registration of Fictitious Name for the Betty F. Shapiro Irrevocable Trust u/a/d 8/6/98, which is the general partner of Shapiro Family Partnership, Ltd., together with our check in the amount of \$50.00 for the filing fees.

After the Certificate of Limited Partnership of Shapiro Family Partnership, Ltd., has been filed, please provide us with a certified copy of same and forward it to the undersigned, together with an acknowledgment of the fictitious name registration. For your convenience in returning the certified copy of the Certificate of Limited Partnership, and the acknowledgment of registration we have enclosed a self-addressed postage paid envelope.

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

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If you have any questions, please feel free to contact the undersigned.

Very truly yours,

**RUDEN, McCLOSKEY, SMITH,
SCHUSTER & RUSSELL, P.A.**

A handwritten signature in black ink, appearing to be "DPH", with a long horizontal line extending to the right.

Dan P. Heller

DPH/ck
Enclosures

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SHAPIRO FAMILY PARTNERSHIP, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is SHAPIRO FAMILY PARTNERSHIP, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is c/o Betty F. Shapiro, as Trustee of the Betty F. Shapiro Irrevocable Trust, 2751 South Ocean Drive, Apt. 801-S, Hollywood, Florida 33019.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Dan P. Heller, Esq., Ruden, McClosky, Smith, Schuster & Russell, P.A., 701 Brickell Avenue, Suite 1900, Miami, Florida 33131.

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

BUSINESS ADDRESS

Betty F. Shapiro
as Trustee of the Betty F. Shapiro
Irrevocable Trust

2751 South Ocean Drive
Apt. 801-S
Hollywood, Florida 33019

Prepared by: Dan P. Heller Esq., FL Bar #0472220
Ruden McClosky, Et al.,
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
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5. A mailing address for the Partnership is as follows:

SHAPIRO FAMILY PARTNERSHIP, LTD.
c/o Betty F. Shapiro
as Trustee of the Betty F. Shapiro Irrevocable Trust
2751 South Ocean Drive
Apt. 801-S
Hollywood, Florida 33019

6. The latest date upon which the Partnership is to dissolve is December 31, 2027, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 6 day of Aug, 1998.

GENERAL PARTNER:

BETTY F. SHAPIRO IRREVOCABLE TRUST

By:

Betty Shapiro
Betty F. Shapiro, Trustee

Prepared by: Dan P. Heller Esq., FL Bar #0472220
Ruden McClosky, Et al.,
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2735

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of SHAPIRO FAMILY PARTNERSHIP, LTD., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 6 day of Dec, 1998.



DAN P. HELLER, ESQ.

Prepared by: Dan P. Heller Esq., FL Bar #0472220
Ruden McClosky, Et al.,
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2735

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SHAPIRO FAMILY PARTNERSHIP, LTD.**

The undersigned, constituting the sole General Partner of SHAPIRO FAMILY PARTNERSHIP, LTD., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$ 1,300,000. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

BETTY F. SHAPIRO IRREVOCABLE TRUST

By: Betty F. Shapiro
Betty F. Shapiro, Trustee

Prepared by: Dan P. Heller Esq., FL Bar #0472220
Ruden McClosky, Et al.,
701 Brickell Avenue, Suite 1900
Miami, Florida 33131
(305) 789-2735

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