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REFERENCE FILE # _____

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00789-00653-00671

August 18, 1998

VIA CERTIFIED MAIL ARTICLE NO. 2121022218

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

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DIVISION OF CORPORATIONS
98 SEP 14 AM 8:59

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*****87.50 *****87.50

Re: Holzer Family Limited Partnership

Dear Sir or Madam:

Enclosed please find the Affidavit and Certificate of Limited Partnership for the above referenced partnership. Also, please find a check made payable to the Secretary of State for \$87.50 for the registration fee and resident agent.

Please send the stamped Affidavit to the Florida address listed above. Thank you for your cooperation in this matter.

Very truly yours,

Robert D. Schwartz

w/enc.

Name	MH
Availability	MH
Document Examiner	MH
Updater	MH
Verifier	MH
Acknowledgement	MH
P. Verifier	MH

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W98-19978



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 1, 1998

ROBERT D. SCHWARTZ
MANDELBAUM SALSBURG GOLD LAZRIS DISCENZA
155 PROSPECT AVENUE
WEST ORANGE, NJ 07052

SUBJECT: HOLZER FAMILY LIMITED PARTNERSHIP
Ref. Number: W98000019978

We have received your document for HOLZER FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

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: 098A00044974

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AFFIDAVIT AND CERTIFICATE OF LIMITED PARTNERSHIP
OF

HOLZER FAMILY LIMITED PARTNERSHIP

We, the undersigned, desiring to form a Limited Partnership pursuant to the Florida Uniform Limited Partnership Act, do hereby certify:

I.

The name of the Partnership is Holzer Family Limited Partnership.

II.

The business of the Partnership shall be to engage in the purchase, ownership, management, development and sale of products, businesses, and investments, and to engage in all activities related or incidental thereto, or any other lawful activities.

III.

The location of the principal place of business and the mailing address of the Partnership shall be 777 Brickell Avenue, Suite 500, Miami, Florida 33131-2803, or such other place as the Partners may, from time to time, agree. The Registered Agent shall be Honey L. Kober, a resident of the State of Florida, and a member of the Florida Bar, whose business address is 777 Brickell Avenue, Suite 500, Miami, Florida 33131-2803.

IV.

The name and place of residence of each member of the Limited Partnership, with the General Partners and the Limited Partners being respectively designated herein are as follows:

General Partners:

DAVID HOLZER, 545 West 37th Street, Miami Beach, FL 33140
RONA HOLZER, 545 West 37th Street, Miami Beach, FL 33140

Limited Partners:

DAVID HOLZER
RONA HOLZER

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NORMA HOLZER as Custodian for SHALOM ARYEH HOLZER
 NORMA HOLZER as Custodian for TZIPORA SHOSHANA HOLZER
 NORMA HOLZER as Custodian for SARA CHAYA HOLZER
 NORMA HOLZER as Custodian for MOSHE YEHUDA HOLZER
 NORMA HOLZER as Custodian for YAKOV CHAIM HOLZER
 NORMA HOLZER as Custodian for ZECHARIA ELCHANAN HOLZER
 NORMA HOLZER as Custodian for YISROEL AVRAHAM HOLZER
 NORMA HOLZER as Custodian for TUVIA BINYAMIN HOLZER
 NORMA HOLZER as Custodian for TEHILA HOLZER

V.

The term for which the Limited Partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of Florida and shall continue until the year 2048, unless sooner terminated. The Partnership shall not be terminated by reason of death, dissolution, withdrawal or expulsion of a Limited Partner or the admission of a new Limited Partner.

VI.

The amount of cash which has been contributed by the Partners is set forth as follows:

General Partners:

DAVID HOLZER	\$ 3
RONA HOLZER	\$ 3

Limited Partners:

DAVID HOLZER	\$50
RONA HOLZER	\$50
NORMA HOLZER as Custodian for SHALOM ARYEH HOLZER	\$50
NORMA HOLZER as Custodian for TZIPORA SHOSHANA HOLZER	\$50
NORMA HOLZER as Custodian for SARA CHAYA HOLZER	\$50
NORMA HOLZER as Custodian for MOSHE YEHUDA HOLZER	\$50
NORMA HOLZER as Custodian for YAKOV CHAIM HOLZER	\$50
NORMA HOLZER as Custodian for ZECHARIA ELCHANAN HOLZER	\$50
NORMA HOLZER as Custodian for YISROEL AVRAHAM HOLZER	\$50
NORMA HOLZER as Custodian for TUVIA BINYAMIN HOLZER	\$50
NORMA HOLZER as Custodian for TEHILA HOLZER	\$50

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\$50

VII.

Total \$550.00

The Limited Partners have not agreed to make any additional contributions to the

Partnership.

VIII.

No time has been agreed upon when the contribution of the Limited Partners is to be returned.

IX.

The share of profits allocable to the Limited Partners which each shall receive by reason of his or her contribution is set forth in the following table:

<u>Limited Partner</u>	<u>Share of Profits</u>
DAVID HOLZER	9%
RONA HOLZER	9%
NORMA HOLZER as Custodian for SHALOM ARYEH HOLZER	9%
NORMA HOLZER as Custodian for TZIPORA SHOSHANA HOLZER	9%
NORMA HOLZER as Custodian for SARA CHAYA HOLZER	9%
NORMA HOLZER as Custodian for MOSHE YEHUDA HOLZER	9%
NORMA HOLZER as Custodian for YAKOV CHAIM HOLZER	9%
NORMA HOLZER as Custodian for ZECHARIA ELCHANAN HOLZER	9%
NORMA HOLZER as Custodian for YISROEL AVRAHAM HOLZER	9%
NORMA HOLZER as Custodian for TUVIA BINYAMIN HOLZER	9%
NORMA HOLZER as Custodian for TEHILA HOLZER	9%

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X.

A Limited Partner may substitute an assignee in his or her place as a Substituted Limited Partner upon obtaining the consent of the General Partners and the assignee consents in writing in form satisfactory to the General Partners to be bound by the terms of the Partnership Agreement in the place and stead of the assigning Limited Partner.

XI.

No Limited Partner has any priority over any other Limited Partner as to contributions or as to compensation by way of income.

XII.

The Partnership will not be dissolved, but its business will continue, on the bankruptcy, withdrawal, removal, or death of the General Partners by designating a successor General Partner.

XIII.

No Limited Partner has the right to demand and receive property other than cash in return for his or her contribution.

IN WITNESS WHEREOF, the General Partners and the Limited Partners have executed this Certificate on the 18 day of August, 1998.

GENERAL PARTNERS:

David Holzer
DAVID HOLZER

Rona Holzer
RONA HOLZER

LIMITED PARTNERS:

David Holzer
DAVID HOLZER

Rona Holzer
RONA HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
SHALOM ARYEH HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
TZIPORA SHOSHANA HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
SARA CHAYA HOLZER

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Norma Holzer
NORMA HOLZER as Custodian for
MOSHE YEHUDA HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
YAKOV CHAIM HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
ZECHARIA ELCHANAN HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
YISROEL AVRAHAM HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
TUVIA BINYAMIN HOLZER

Norma Holzer
NORMA HOLZER as Custodian for
TEHILA HOLZER

Honey L. Kober
HONEY L. KOBER
REGISTERED AGENT

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