

RUDEN
McCLOSKEY
SMITH
SCHUSTER &
RUSSELL, P.A.
ATTORNEYS AT LAW

A98000002342

701 BRICKELL AVENUE
SUITE 1900
MIAMI, FLORIDA 33131

(305) 789-2700
FAX: (305) 789-2793

WRITER'S DIRECT DIAL NUMBER: (305) 789-2735
E-MAIL: DPH@RUDEN.COM

October 7, 1998

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

Re: Sachs Enterprises, Ltd., u/a/d 8/1/98
Our File No.: 35111-1

000002660700--2
-10/09/98--01079--001
***1837.50 ***1837.50

Gentlemen:

CM


Enclosed please find the Certificate of Limited Partnership of Sachs Enterprises, Ltd., the Acceptance of Appointment as Registered Agent and an Affidavit Declaring Amount of Capital Contributions of Sachs Enterprises, 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.

After the Certificate of Limited Partnership of Sachs Enterprises, Ltd., has been filed, please provide us with a certified copy of same and forward it to the undersigned. 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.

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

Very truly yours,

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


Dan P. Heller

DPH/md
Enclosures

FILED
98 OCT -9 AM 8:00
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SACHS ENTERPRISES, 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 SACHS ENTERPRISES, 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 12950 S.W. 61st Avenue, Miami, Florida 33156.

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:

<u>GENERAL PARTNER</u>	<u>BUSINESS ADDRESS</u>
Deana Sachs	12950 S.W. 61st Avenue Miami, Florida 33156

5. A mailing address for the Partnership is as follows:

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

MIA:81709:1

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TALLAHASSEE, FLORIDA

SACHS ENTERPRISES, LTD.
12950 S.W. 61st Avenue
Miami, Florida 33156

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 1ST day of August, 1998.

GENERAL PARTNER:

Deana Sachs

Deana Sachs

FILED
93 OCT -9 AM 8:00
TALLAHASSEE, FLORIDA

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**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 SACHS ENTERPRISES, 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 1st day of August, 1998.



DAN P. HELLER, ESQ.

FILED
98 OCT -9 AM 8:00
TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
SACHS ENTERPRISES, LTD.**

The undersigned, constituting the sole General Partner of SACHS ENTERPRISES, 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 \$1,500,000.00. 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:

FILED
OCT-9 AM 8:00
SECRETARY OF STATE
FLORIDA



Deana Sachs

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