

**SCHNEIDER
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October 29, 1998

VIA CERTIFIED, RETURN
RECEIPT, US MAIL

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

200002679512--8
-11/03/98--01087--001
*****87.50 *****87.50

Re: Alpert Limited Partnership I

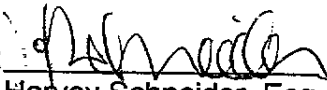
To Whom It May Concern,

CM

Enclosed please find the Certificate of Limited Partnership and Affidavit of Capital Contributions for the above referenced domestic limited partnership together with our check in the amount of \$87.50 representing the required filing and registered agent fees. We are also enclosing a self addressed stamped envelope for you to use in returning to us the Departments letter indicating the document number and filing date along with a copy of the Certificated marked "Filed" noting the date and time.

Please give me a call should you have any questions regarding the enclosures or these instructions. Thank you for your assistance in this matter.

Very Truly Yours,
SCHNEIDER & HEFFNER

By: 
Harvey Schneider, Esq.

cc: Arnold Alpert VIA FAX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

ALPERT LIMITED PARTNERSHIP I

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is: ALPERT LIMITED PARTNERSHIP I.

2. The address of the office of the Partnership is: 2999 North Powerline Road, Pompano Beach, Florida 33069.

3. The name and address of the agent for service of process on the Partnership is: HARVEY SCHNEIDER, ESQ., Schneider & Heffner, 1900 Corporate Boulevard, N.W., Suite 301- West Building, Boca Raton, Fl 33431.

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

pas-29732
A Piazza, Inc.,
a Florida corporation
2999 North Powerline Road
Pompano Beach, Florida 33069.

5. The mailing address of the Partnership is: 2999 North Powerline Road, Pompano Beach, Florida 33069.

6. The latest date upon which the Partnership shall dissolve is December 31, 2036.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) Arnold Alpert, as President of A Piazza, Inc., a Florida corporation, as the General Partner of ALPERT LIMITED PARTNERSHIP I or (b) an authorized corporate

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officer, of A Piazza, Inc., a Florida corporation, as General Partner of ALPERT LIMITED PARTNERSHIP I.

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of ALPERT LIMITED PARTNERSHIP I this 28 day of Oct, 1998.

GENERAL PARTNER

A Piazza, Inc., a Florida corporation

By: 

Arnold Alpert, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ALPERT LIMITED PARTNERSHIP I, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of Registered Agent.

REGISTERED AGENT

By: 

HARVEY SCHNEIDER

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SECRETARY OF STATE

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Arnold Alpert, as President of A PLAZZA, INC., a Florida corporation, which is the General Partner of ALPERT LIMITED PARTNERSHIP I, a Florida limited partnership, hereinafter referred to as the "Partnership", 2999 North Powerline, Road, Pompano Beach, Fl 33069, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Arnold Alpert	\$ 990.00
2999 North Powerline Road	
Pompano Beach, Fl 33069	
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Arnold Alpert	\$ -0-
2999 North Powerline Road	
Pompano Beach, Fl 33069	
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

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Under 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:

A PLAZZA, INC.,
a Florida corporation

By: _____

Arnold Alpert, President

Dated: 10/28, 1998

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 28 day of October, 1998, by Arnold Alpert, as President of A PLAZZA, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced as identification.

Harvey Schneider
Notary Public, State of Florida
at Large

My Commission Expires: _____

Print/Type or Stamp Notary Name
Commission No. (if any) _____

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