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November 30, 1998

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: CARS ASSET PARTNERSHIP, LTD.

Ladies and Gentlemen:

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-12/02/98-01055-001
***1837.50 ***1837.50

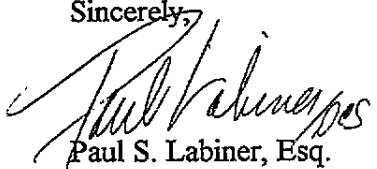
Enclosed is an original and one (1) copy each of the following:

1. Certificate Of Limited Partnership of the CARS ASSET PARTNERSHIP, LTD.
2. Acceptance Of Appointment As Registered Agent;
3. Affidavit Of Capital Contributions; and
4. a check payable to "Department of State, Division of Corporations" for \$1,837.50 which includes:
 - a. \$1750.00 Filing Fee
 - b. 35.00 Designation of Registered Agent
 - c. 52.50 Certified Copy
5. a self-addressed return envelope provided for your convenience.

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98 DEC -2 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,


Paul S. Labiner, Esq.

dcs
Enclosures

cc: Albert Isaacs

A98-2697

Name	CP-12-9
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

**CERTIFICATE OF LIMITED PARTNERSHIP OF
CARS ASSET PARTNERSHIP, LTD.**
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is:
CARS ASSET PARTNERSHIP, LTD.
2. The address of the office of the Partnership is:
1044 Paddington Terrace
Heathrow, FL 32746-5319
3. The name and address of the agent for service of process on the Partnership is:
ALBERT ISAACS
1044 Paddington Terrace
Heathrow, FL 32746-5319
4. The name and business address of the general partners are:
ALBERT ISAACS, as Trustee
of the ALBERT ISAACS REVOCABLE TRUST, dtd. 12/29/71
1044 Paddington Terrace
Heathrow, FL 32746-5319
5. The mailing address of the Partnership is:
1044 Paddington Terrace
Heathrow, FL 32746-5319
6. The latest date upon which the Partnership shall dissolve is November 16, 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 on behalf of the General Partner of the CARS ASSET PARTNERSHIP, LTD. this 13 day of November, 1998.

GENERAL PARTNER:


ALBERT ISAACS, as Trustee
of the ALBERT ISAACS REVOCABLE TRUST, dtd. 12/29/71

By: CARS ASSET PARTNERSHIP, LTD.

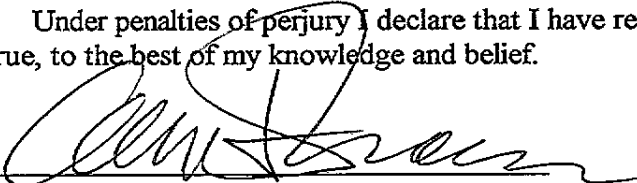
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared ALBERT ISAACS, as Trustee of the ALBERT ISAACS REVOCABLE TRUST, dtd. 12/29/71, general partner of the CARS ASSET PARTNERSHIP, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partner(s) is/are, in the aggregate, Four-Million ***** and No/100 (\$ 4,000,000) Dollars.
- 2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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.

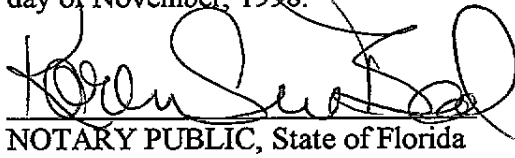


ALBERT ISAACS, as Trustee
of the ALBERT ISAACS REVOCABLE TRUST, dtd. 12/29/71
General Partner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 11-13-98

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ALBERT ISAACS, who is/are known to me and known by me to be the person(s) who executed the foregoing Affidavit of Capital Contributions, and who acknowledged to me and before me that he executed this Affidavit as General Partner of the CARS ASSET PARTNERSHIP, LTD, this 13 day of November, 1998.


NOTARY PUBLIC, State of Florida

 Karen Sue Beal
My Commission CC6860
Expires October 6, 2001

 Karen Sue Beal
My Commission CC686312
Expires October 6, 2001

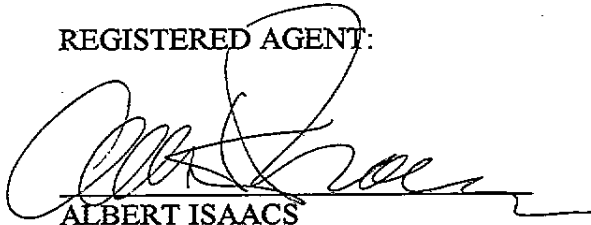
ALBERT ISAACS is Personally known
OR Produced Identification _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for the CARS ASSET PARTNERSHIP, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Dated: 11/13/98

REGISTERED AGENT:



ALBERT ISAACS
1044 Paddington Terrace
Heathrow, FL 32746-5319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA