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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

WALK IN

PICK UP 12/15/98



✓ CERTIFIED COPY _____ CUS _____

PHOTO COPY _____ ✓ FILING Ltd.

1.) Gerson Family limited Partnership
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-12/15/98--01007--034
***1837.50 ***1837.50

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
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9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

File Inc

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 15 AM 10:44
RECEIVED
98 DEC 15 AM 9:49

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
GERSON FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of GERSON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. The name of the Partnership is GERSON FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the Partnership is:

1501 Crescent Circle
c/o Crescent Manor Office
Lake Park, Florida 33403

3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 Southeast 2nd Street
Suite 2800
Miami, Florida 33131-2144

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

Gerson General Partner, L.C.
1501 Crescent Circle
c/o Crescent Manor Office
Lake Park, Florida 33403

5. The mailing address of the Partnership is:

1501 Crescent Circle
c/o Crescent Manor Office
Lake Park, Florida 33403

6. The latest date upon which the Partnership will dissolve is December 31, 2048.

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of GERSON FAMILY LIMITED PARTNERSHIP as of this 31 day of OCTOBER, 1998.

**GENERAL PARTNER:
GERSON GENERAL PARTNER, L.C.**

By: Theodore F. Gerson
Theodore F. Gerson, Manager

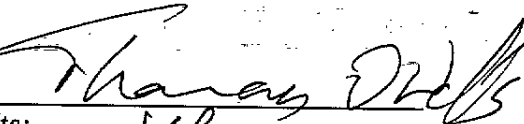
FILED
SECRETARY OF STATE
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98 DEC 15 AM 10:44

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

By: 
Its: VP

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Theodore F. Gerson , Manager of Gerson General Partner, L.C., the General Partner of GERSON FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (herein referred to as the "Partnership"), who upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the limited partners is as follows:

\$5.00

2. The additional capital contributions anticipated to be contributed by additional limited partners is as follows:

\$18 Million

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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:

GERSON GENERAL PARTNER, L.C.

By: Theodore F. Gerson
Theodore F. Gerson, Manager

Dated: October 31, 1998

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by Theodore F. Gerson, Manager of Gerson General Partner, L.C., () who is personally known to me or () has produced FL Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 31st day of October, 1998.

(NOTARY SEAL)

Sandra M. Herrera
Notary Public
My Commission Expires
OFFICIAL NOTARY SEAL
COMMISSION NO. CC418796
MY COMMISSION EXPIRES JAN. 3 1999