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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

100002714891--4

-12/17/98--01098--001

\*\*\*1785.00 \*\*\*1785.00

100002714891--4

-12/28/98--01027--001

\*\*\*\*\*52.50 \*\*\*\*\*52.50

Universal Algot Associates, Ltd.

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ Limited Partnership

☐ Annual Report

☐ Other UCC-1 / UCC-3

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

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THANKS

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(1945-1994)

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DARIN I. ZENOV

**VIA FEDERAL EXPRESS**

December 15, 1998

Florida Department of State  
Division of Corporations -  
New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Universal Algot Associates, Ltd.**  
**Our File No. : 02081.001**

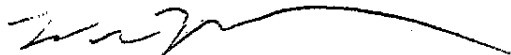
Dear Sir or Miss:

Enclosed please find and original and one of the Certificate and Affidavit of Florida Limited Partnership of Universal Algot Associates, Ltd., together with our client's check payable to the Department of State in the sum of \$1,785.00 for the filing fee and registered agent designation. Please note that there is already in existence a Florida limited liability company with the name Universal Algot Associates, L.C. Rubin Pikus, a Member of that entity, is also a principal in the General Partner of the above-referenced limited partnership.

Please process the enclosed and return a stamped copy and certificate in the enclosed return federal express mailer. Should you have any question regarding these matters, please do not hesitate to contact our paralegal, Sue Zimmerman, at (941)348-3620. Thank you.

Very truly yours,

**KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.**



William D. Rohrer

WDR/sjz  
enclosures

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CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED  
PARTNERSHIP OF UNIVERSAL ALGOT ASSOCIATES, LTD.,  
A FLORIDA LIMITED PARTNERSHIP

RSP ASSOCIATES, L.P., a New York limited partnership, qualified in Florida, (the "General Partner"), hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for UNIVERSAL ALGOT ASSOCIATES, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is UNIVERSAL ALGOT ASSOCIATES, LTD.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address of the Limited Partnership is c/o 42 Bayview Avenue, Manhasset, New York 11030. The General Partner shall promptly give notice to the other Partners of any change of mailing address. The principal place of business of the Limited Partnership is 4633 Hazelton Lane, Lakeworth, Florida 33467.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows: RSP ASSOCIATES, L.P.  
42 Bayview Avenue  
Manhasset, New York 11030

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2098.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be CT Corporation System, 1200

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

South Pine Island Road, Plantation, Florida 33324.

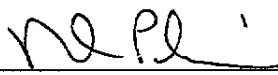
6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is One Thousand and no/100 (\$1,000.00) Dollars.

7. Anticipated Additional Contributions: Additional contributions of One Million Five Hundred Thousand and no/100 (\$1,500,000.00) Dollars are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 22<sup>nd</sup> day of December, 1998, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

RSP ASSOCIATES, L.P.

By:   
Rubin Pikus  
Its General Partner

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS  
REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.

DATE: 12/23/98

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,  
Special Assistant Secretary