

A98000002914



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 083005 4306827

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 1837.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 30 AM 10:03

ORDER DATE : December 30, 1998

ORDER TIME : 11:01 AM

ORDER NO. : 083005-005

CUSTOMER NO: 4306827

CUSTOMER: Alan B. Cohn, Esq
ABRAMS ANTON, P.A.
ABRAMS ANTON, P.A.
2021 Tyler Street

100002726611--2

Hollywood, FL 33022

DOMESTIC FILING

NAME: SCHECTER GATEWAY LTD.

EFFECTIVE DATE:

(6)

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: _____

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mk 12/30/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SCHECTER GATEWAY LTD.

a Florida Limited Partnership

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

1. The name of the partnership is SCHECTER GATEWAY LTD.
2. The address of the office of the partnership is 1060 N. Northlake Drive, Hollywood, Florida 33019.
3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33022.
4. The name and business address of the General Partner(s) and the mailing address of the partnership are AARON SCHECTER and MARTHA S. SCHECTER, as tenants by the entirety, 1060 N. Northlake Drive, Hollywood, Florida 33019.
5. The latest date upon which the partnership shall dissolve is December 31, 2048.
6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

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7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) 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(s) of SCHECTER GATEWAY LTD. this 29 day of December, 1998.

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Witnesses:

GENERAL PARTNER(S):
AARON SCHECTER and
MARTHA S. SCHECTER,
as tenants by the entirety

Judith Pugh
Ora Cohen

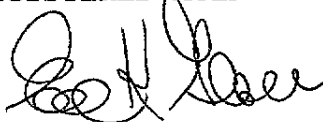
BY: Aaron Schecter
AARON SCHECTER, as tenant by
the entirety

Judith Pugh
Ora Cohen

BY: Martha S. Schecter
MARTHA S. SCHECTER, as tenant by
the entirety

Having been named as registered agent for SCHECTER GATEWAY LTD., 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:



GENE K. GLASSER

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared AARON SCHECTER and MARTHA S. SCHECTER, as tenants by the entirety, the General Partner(s) of SCHECTER GATEWAY LTD., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$1,000,000.00

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

-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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(s):
AARON SCHECTER and MARTHA S.
SCHECTER, as tenants by the
entirety

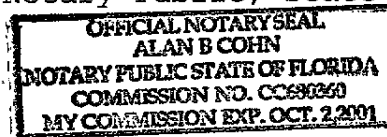
BY: *Aaron Schecter*
AARON SCHECTER

BY: *Martha S. Schecter*
MARTHA S. SCHECTER

The foregoing Affidavit was subscribed and acknowledged before me by AARON SCHECTER and MARTHA S. SCHECTER, as tenants by the entirety, who are personally known to me or who have produced N/A as identification, on this 29 day of December, 1998.



Notary Public, State of Florida



My Commission Expires:

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