



**THE UNITED STATES
CORPORATION
COMPANY**

A98000002931

FILED
98 DEC 31 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 084837 4306827

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 1998

ORDER TIME : 10:04 AM

ORDER NO. : 084837-005

CUSTOMER NO: 4306827

7000002727917--6
-12/31/98--01050--019
***1837.50 ***1837.50

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

Hollywood, FL 33022

DOMESTIC FILING

NAME: WILLIAM FELDMAN FAMILY LTD.

EFFECTIVE DATE:

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: Tamara Odom

Name	<i>Let 12/31</i>
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W. P. Seal	

*****FILE FIRST*****

EXAMINER'S INITIALS:

TC \$3,500,000.00
Unes
FF \$1750
RA 35
AC 52.50

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WILLIAM FELDMAN FAMILY 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 WILLIAM FELDMAN FAMILY LTD.

2. The address of the office of the partnership is 7896 Dundee Lane, Delray Beach, Florida 33446.

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 WILLIAM FELDMAN, 7896 Dundee Lane, Delray Beach, Florida 33446.

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.

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.

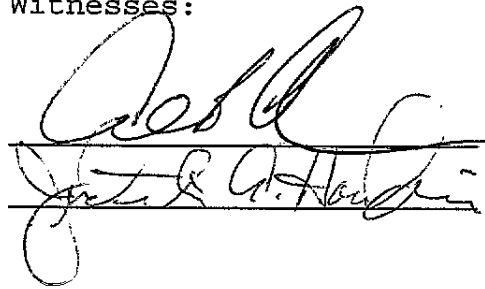
8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

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

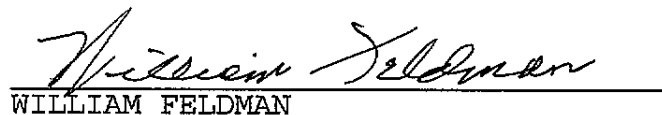
The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of WILLIAM FELDMAN FAMILY LTD. this 30 day of December, 1998.

Witnesses:



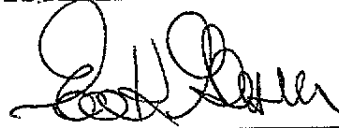
GENERAL PARTNER(S):


WILLIAM FELDMAN

Having been named as registered agent for WILLIAM FELDMAN FAMILY 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:

A handwritten signature in dark ink, appearing to read 'Gene K. Glasser', written over a horizontal line.

GENE K. GLASSER

336562

AFFIDAVIT OF CAPITAL CONTRIBUTION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared WILLIAM FELDMAN, the General Partner(s) of WILLIAM FELDMAN FAMILY 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:

\$ 3,500,000

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):

William Feldman

WILLIAM FELDMAN

The foregoing Affidavit was subscribed and acknowledged before me by WILLIAM FELDMAN, who is personally known to me or who has produced N/A as identification, on this 30 day of December, 1998.


Notary Public, State of Florida

My Commission Expires:

