

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Suite 100 Tallahassee, Florida 32302
 (850) 224-8870 • Fax (850) 224-2225

A9900000015

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATION
 99 JAN -5 PH 3:28

Lyrich / Teot Investors, LTD

800002728638--6
 -01/04/99--01033--014
 ***1837.50 ***1837.50

- Art of Inc. File - RA listed + RA
- LTD Partnership File - Sign. the same
- Foreign Corp. File - Total contrib.
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal **FF \$1750.00**
- Annual Report / Reinstatement **RA 35.00**
- Cert. Copy **CC 52.50**
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

W99-104

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

meal

1/5/99

Signature

Requested by: AS 1/4/99 9:51
 Name Date Time

Walk-In _____ Will Pick Up _____

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 99 JAN -4 AM 11
 DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS

January 4, 1999

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: LYRICH/ICOT INVESTORS, LTD.
Ref. Number: W99000000104

We have received your document for LYRICH/ICOT INVESTORS, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please amend your affidavit to reflect a grand total for both the total amount contributed and anticipated to be contributed by the limited partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 499A00000151

Corrected

CERTIFICATE OF LIMITED PARTNERSHIP

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The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. Name of Limited Partnership. The name of the Limited Partnership is Lyrich/Icot Investors, Ltd.

2. Office of Maintenance of Business Records. The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 117 E. Washington Street, Lewisburg, West Virginia 24901.

997-71823

3. Agent for Service of Process. The name and address of the Limited Partnership's agent for service of process in Florida is Bruce S. Goldstein, 1500 E. Kennedy Blvd., Suite 200-A, Tampa, Florida 33602.

4. General Partners. The name and business address of each General Partner in the Limited Partnership is as follows:

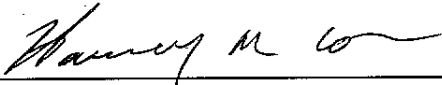
<u>Name</u>	<u>Business Address</u>
Harvey M. Cohen	117 E. Washington Street Lewisburg, West Virginia 24901
Marilyn Goran	12 Millbank Road Poughkeepsie, NY 12603
Frederick Cohen	14 Courtyard Hanover, NH 03755

5. Address of Partnership. The mailing address of the Limited Partnership is c/o The Ross Group, Inc. 20505 U. S. Highway 19 N, #502, Clearwater, Florida 34624.

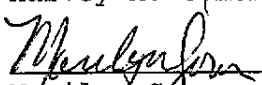
6. Date of Dissolution. The latest date on which the Limited Partnership is to dissolve is December 31, 2040.

7. Conversion to Limited Partnership. Attached hereto and incorporated by reference is the Certificate of Conversion to Limited Partnership which contains the


Dated: JULY 1, 1998. Statements required by F.S. 620.8902.
Lewisburg, West Virginia



 Harvey M. Cohen



 Marilyn Goran



 Frederick Cohen

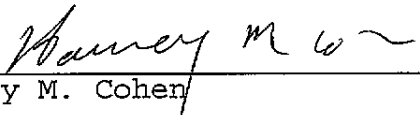
CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP

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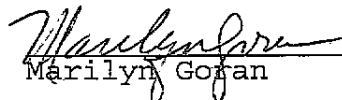
The undersigned, constituting all of the general partners of Lyrich/Icot Investors, Ltd. hereby certify the following pursuant to Florida Statute Section 620.8902:

1. Lyrich/Icot Investors, Ltd. was converted to a Florida limited partnership from a general partnership.
2. Its former name was Lyrich Properties.
3. One hundred percent of the votes cast by the partners approved the terms and conditions of the conversion of the partnership to a Florida limited partnership.

Dated: July 1, 1998.



Harvey M. Cohen



Marilyn Gofan



Frederick Cohen


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

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99 JAN -5 PM 3:28

Lyrich/Icot Investors, Ltd., desiring to be converted to a limited partnership under the laws of the State of Florida, has named Bruce S. Goldstein located at 500 E. Kennedy Blvd., Suite 200-A, Tampa, County of Hillsborough, State of Florida 33602, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated limited partnership, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


Bruce S. Goldstein
Registered Agent

DATED: December 30, 1998.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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The undersigned, the sole General Partners of Lyrich/Icot Investors Ltd., a Florida Limited Partnership, declares that the capital contributions of all Limited Partners in the Partnership are as follows:

1. The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partners</u>	<u>Amount of Contribution</u>
Harvey M. Cohen, Marilyn Goran Frederick Cohen, and Chase Manhattan Private Bank, N.A., as Co-Trustees of the Trust Under Will of Abraham Cohen	\$752,800
Marilyn Goran as Trustee of The Trust Dated July 3, 1985	10,965-
Harvey M. Cohen, as Trustee of the Trust FBO Arielle Cohen dated December 27, 1982	10,965-
Frederick Cohen, as Trustee of the Trust FBO Adam Cohen dated December 27, 1982	10,965-
Frederick Cohen, as Trustee of the Trust FBO Erik Cohen dated December 27, 1982	10,965-
Frederick Cohen, as Trustee of the Trust FBO Amanda Cohen dated February 18, 1986	10,965-
David Goran	10,965-
Sara Goran Everhard	10,965-

2. It is anticipated that the Limited Partners listed below will make capital contributions in the future in the following amounts:

<u>Name of Limited Partners</u>	<u>Amount of Contribution</u>
Harvey M. Cohen, Marilyn Goran Frederick Cohen, and Chase Manhattan Private Bank, N.A.,	0

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99 JAN -5 PM 3:28

as Co-Trustees of the Trust
Under Will of Abraham Cohen

Marilyn Goran as Trustee of
The Trust Dated July 3, 1985

Harvey M. Cohen, as Trustee
of the Trust FBO Arielle Cohen
dated December 27, 1982

Frederick Cohen, as Trustee
of the Trust FBO Adam Cohen
dated December 27, 1982

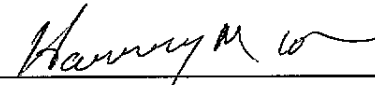
Frederick Cohen, as Trustee
of the Trust FBO Erik Cohen
dated December 27, 1982

Frederick Cohen, as Trustee
of the Trust FBO Amanda Cohen
dated February 18, 1986


David Goran

Sara Goran Everhard

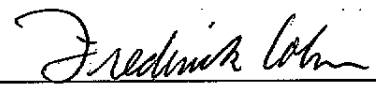
3. The grand total for both the amount contributed and anticipated to be
contributed by the limited partners is: \$829,555.00
Dated: 1-1, 1998.
Lewisburg, West Virginia



Harvey M. Cohen



Marilyn Goran



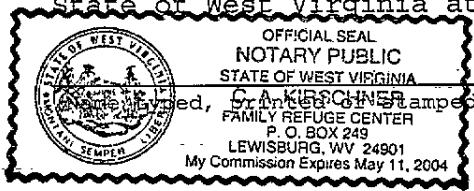
Frederick Cohen

SWORN TO AND SUBSCRIBED before this 1st day of July,
by Harvey M. Cohen, who [] is personally known to me or [] has
produced a valid West Virginia driver's license
_____ as identification.

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99 JAN -5 PM 3:28

C. A. Kirschner

Notary Public
State of West Virginia at Large



My Commission Expires:

SWORN TO AND SUBSCRIBED before this 31 day of July 1998
by Marilyn Goran, who [] is personally known to me or [] has
produced a valid New York driver's license or _____
as identification.

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9 JAN -5 PM 3:28

Shannon Clawson
Notary Public
State of New York at Large

SHANNON CLAWSON
Notary Public, State of New York
(Name + Address + County) **Qualified in Orange County**
Registration No. 01CL5083882
Commission Expires August 25, 99

My Commission Expires:

SWORN TO AND SUBSCRIBED before this 24TH day of July, 1998,
by Frederick Cohen, who [] is personally known to me or [] has
produced a valid ~~New Hampshire~~ VERMONT driver's license
as identification.

Lisa M. O'Neil
Notary Public
State of ~~New Hampshire~~ VERMONT at Large
LISA M. O'NEIL
(Name typed, printed or stamped)

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My Commission Expires: **MY COMMISSION EXPIRES:**
2/10/99