



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 113903 7135588

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 140.00 FILE SECOND

FILED
09 JAN 27 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 27, 1999

ORDER TIME : 1:57 PM

ORDER NO. : 113903-010

CUSTOMER NO: 7135588

CUSTOMER: Jonathan Feuerman, Esq
THERREL BAISDEN, P.A.
THERREL BAISDEN, P.A.
Suntrust International Center
One S.e. 3rd Ave. Suite 2400
Miami, FL 33131

000002756360--0

DOMESTIC FILING

NAME: THE GOLDMEIER LIMITED
PARTNERSHIP

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: Christopher Smith

EXAMINER'S INITIALS: _____

A99-170

Name	<i>CR-28</i>
Availability	<i>CR</i>
Document	<i>CR</i>
Examiner	<i>CR</i>
Updater	<i>CR</i>
Updater	<i>CR</i>
Verifier	<i>CR</i>
Acknowledgement	<i>CR</i>
W. P. Verifier	<i>CR</i>

RECEIVED
DIVISION OF CORPORATION
99 JAN 27 PM 2:29

CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE GOLDMEIER LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is The Goldmeier Limited Partnership

2. The address of the office of the Partnership is Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

3. The name and address of the agent for service of process on the Partnership is JONATHAN FEUERMAN, ESQ., Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

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

Burtrudy, Inc.,
a Florida corporation
c/o Therrel Baisden, P.A.
SunTrust International Center
One S.E. 3rd Avenue, Suite 2400
Miami, Florida 33131.

999-8259

5. The mailing address of the Partnership is: c/o Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131.

6. The latest date upon which the Partnership shall dissolve is January 31, 2050.

7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real

FILED
99 JAN 27 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

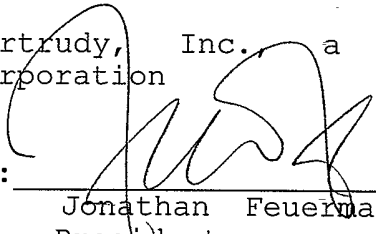
property in which the Partnership has an interest shall be executed in the Partnership name by (a) Trudy Goldmeier, as President of Burtrudy, Inc., a Florida corporation, as the General Partner of The Goldmeier Limited Partnership or (b) an authorized corporate officer, of Burtrudy, Inc., a Florida corporation, as General Partner of The Goldmeier Limited Partnership

The execution of this Certificate by the undersigned General Partner 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 of The Goldmeier Limited Partnership this 26 day of January, 1999.

GENERAL PARTNER

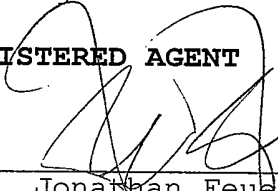
Burtrudy, Inc., a Florida corporation

By: 
Jonathan Feuerman, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for The Goldmeier Limited Partnership, 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

By: 
Jonathan Feuerman

W:\GOLDMEIE\FLP\CERTIFIC.WPD

FILED
JAN 27 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Jonathan Feuerman, as Vice President of BURTRUDY, INC., a Florida corporation, which is the General Partner of THE GOLDMEIER LIMITED PARTNERSHIP, a Florida limited partnership, hereinafter referred to as the "Partnership", c/o Therrel Baisden, P.A., Suntrust International Center, One S.E. 3rd Avenue, Miami, Florida 33131, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Trudy Goldmeier	\$ 990.00
c/o Therrel Baisden, P.A.	
Suntrust International Center	
One S.E. 3rd Avenue	
Suite 2400	
Miami, FL 33131	
Total	\$ 990.00

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

Trudy Goldmeier	\$ -0-
c/o Therrel Baisden, P.A.	
Suntrust International Center	
One S.E. 3rd Avenue	
Suite 2400	
Miami, FL 33131	
Total	\$ -0-

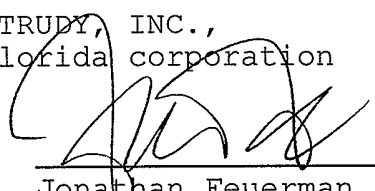
FILED
99 JAN 27 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAITH 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:

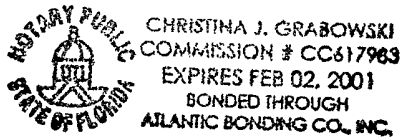
BURTRUDY, INC.,
a Florida corporation

By: 

Jonathan Feuerman, Vice
President

Dated: 1/26, 1999

The foregoing instrument was acknowledged before me this 26th day of January, 1999, by Jonathan Feuerman, as President of BURTRUDY, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me ~~or has produced~~ as identification.



Christina J. Grabowski
Notary Public, State of Florida
at Large

CHRISTINA J. GRABOWSKI
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

Feb. 02, 2001

W:\GOLDMEIE\FLP\AFFIDAVI.WPD

FILED
99 JAN 27 PM 5:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA