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BOARD CERTIFIED TAX LAWYER

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Telecopier: (954) 985-8477
E-Mail: BernieSinger@lawyer.com

REPLY TO:
HOLLYWOOD OFFICE

February 11, 1999

Via Airborne Express
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

800002773978--0

-02/12/99--01062--002

***1785.00 ***1785.00

Re: Stanton Enterprises, Ltd.

Dear Sir or Madam:

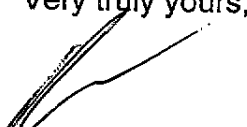
Enclosed for filing is an original and one copy of the Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions of Stanton Enterprises, Ltd.

Also enclosed is our check made payable to the Florida Secretary of State in the amount of \$1,785 to cover the \$1,750 filing fee and \$35 fee for designation of Registered Agent.

Once the foregoing has been filed, please send me a stamped copy in the envelope provided for your convenience.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,


Bernard A. Singer
BAS/jd
Encls.
cc: Mr. Peter D. Stanton

52
2-25-99

FILED
99 FEB 25 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 16, 1999

BERNARD A. SINGER
4925 SHERIDAN STREET
SUITE A
HOLLYWOOD, FL 33021

SUBJECT: STANTON ENTERPRISES, LTD.
Ref. Number: W99000003913

We have received your document for STANTON ENTERPRISES, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 299A00006924

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REPLY TO:
HOLLYWOOD OFFICE

February 23, 1999

Via Airborne Express
Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Stanton Family Enterprises, Ltd.
Ref. No.: W99000003913

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contributions of Stanton Family Enterprises, Ltd.

You already have in your possession our check made payable to the Florida Secretary of State in the amount of \$1,785 to cover the \$1,750 filing fee and \$35 fee for designation of Registered Agent. See copy of enclosed letter from the Department of State dated February 16, 1999.

Once the foregoing has been filed, please send me a stamped copy in the envelope provided for your convenience.

If you should have any further questions, please do not hesitate to contact me.

Very truly yours,



Bernard A. Singer
BAS/jd
Encls.
cc: Mr. Peter D. Stanton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
STANTON FAMILY ENTERPRISES, LTD.,
a Florida Limited Partnership**

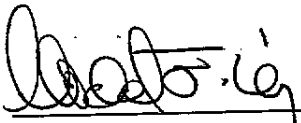
The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby states the following:

1. The name of the Partnership is **STANTON FAMILY ENTERPRISES, LTD.**
2. The address of the office of the Partnership is: **2430 W. Oakland Park Boulevard, Fort Lauderdale, FL 33311.**
3. The name and address of the agent for service of process on the Partnership is **Bernard A. Singer, Esquire, 4925 Sheridan Street, Suite A, Hollywood, Florida 33021.**
4. The name and business address of the sole General Partner is as follows: **PDS MANAGEMENT CORP., 2430 W. Oakland Park Boulevard, Fort Lauderdale, FL 33311.**
5. The mailing address of the Partnership is c/o Mr. Peter D. Stanton, 2430 W. Oakland Park Boulevard, Fort Lauderdale, FL 33311.
6. The latest date upon which the Partnership shall dissolve is **December 31, 2050.**

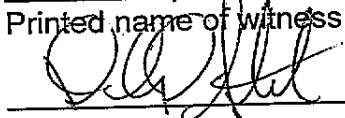
The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of **PDS MANAGEMENT CORP.** this 19 day of Feb, 1999.

Witnesses:



Michael J. Weinberg
Printed name of witness



DAVIS D. Stanton
Printed name of witness

GENERAL PARTNER:

PDS MANAGEMENT CORP., a Florida corporation

BY: 

PETER D. STANTON, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned personally appeared **PETER D. STANTON**, President of **PDS MANAGEMENT CORP.**, a Florida Corporation, the General Partner of **STANTON FAMILY ENTERPRISES LTD**, a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The aggregate amount of capital contributions to the Partnership to be made by the Limited Partners is Five Million (\$5,000,000) Dollars.

2. There are no additional capital contributions anticipated to be made by the Limited Partners.

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:

PDS MANAGEMENT CORP., a Florida corporation

BY: 

PETER D. STANTON, as President

Date:

STATE OF FLORIDA)

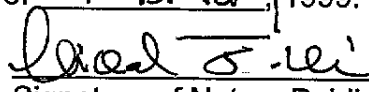
COUNTY OF BROWARD)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared **PETER D. STANTON** who is personally known to me or who has produced his driver's license as identification, who did not take an oath, and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of PDS Management Corp., a Florida corporation, the sole General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of February 1999.



Michael J. Weinberg
MY COMMISSION # 00613425 EXPIRES
March 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC.


Signature of Notary Public, State of Florida

Michael J. Weinberg
Printed Name of Notary Public

- MIA N/A
Title or rank

- N/A
Serial Number, if any

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for STANTON FAMILY ENTERPRISES, 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:



BERNARD A. SINGER, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA