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Utd.

1.) Keiner Investments, Ltd
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

Handwritten signature and initials, possibly "Jm" and "B".

SPECIAL INSTRUCTIONS

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
KEINER INVESTMENTS, LTD

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THE UNDERSIGNED, desiring to form the Limited Partnership of KEINER INVESTMENTS, LTD. (the "Partnership"), pursuant to the Revised Uniform Limited Partnership Act of the State of Florida, hereby adopts, files, swears to and certifies this Certificate:

1. Name. The name of the Partnership is KEINER INVESTMENTS, LTD. (the "Partnership").

2. Location of the Principal Office and Mailing Address of the Partnership. The principal office of the Partnership is located at and its mailing address is 2100 South Ocean Lane, Apt. 1706, Ft. Lauderdale, Florida 33316.

3. Agent for Service of Process. The name and address of the agent for service of process on the Partnership shall be Milton Keiner, 2100 South Ocean Lane, Apt. 1706, Ft. Lauderdale, Florida 33316.

4. Name and Business Address of the General Partner. The name and business address of the General Partner is as follows:

Keiner Management, Inc.
2100 South Ocean Lane, Apt. 1706
Ft. Lauderdale, Florida 33316

P9900031233

5. Term of the Partnership. The Partnership shall continue in existence until 11:59 P.M. on December 31, 2048, unless sooner terminated, liquidated or dissolved by law or in accordance with the Partnership Agreement.

6. Real Property. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership's name by the General Partner.

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, the undersigned hereby has sworn to and signed and will cause to be duly filed this Certificate of Limited Partnership. This Certificate is executed this 29 day of MARCH, 1999.

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KEINER MANAGEMENT, INC.

By: Milton Keiner
MILTON KEINER
Its President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MILTON KEINER, as President of KEINER MANAGEMENT, INC., General Partner of KEINER INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies on behalf of the Partnership as follows:

1. At this time, no capital has yet been contributed to the Partnership by the limited partners.
2. It is anticipated that the aggregate amount of capital to be contributed to the Partnership by the limited partners will total Six Million Dollars (\$6,000,000).

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Signed, sealed and delivered
in the presence of:

KEINER MANAGEMENT, INC.

Linda Reiner

By: Milton Keiner
MILTON KEINER
Its President

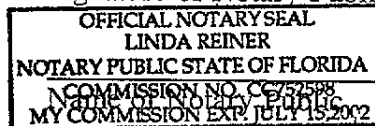
Mary A. Setkowski

STATE OF FLORIDA
COUNTY OF ~~ORANGE~~ Broward

The foregoing instrument was acknowledged before me this 29th day of March, 1999, by MILTON KEINER, President KEINER MANAGEMENT, INC., General Partner of KEINER INVESTMENTS, LTD.

☒ Personally Known OR _____ Produced Identification;
Type of Identification Produced: _____

Linda Reiner
Signature of Notary Public



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

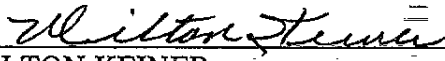
In compliance with Section 620.192, Florida Statutes, the following is submitted:

KEINER INVESTMENTS, LTD., a limited partnership formed pursuant to the laws of the State of Florida with its registered office at 2100 South Ocean Lane, Apt. 1706, Ft. Lauderdale, Florida 33316, has named and designated MILTON KEINER as its Registered Agent to accept service of process within the State of Florida at said address.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named limited partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of MARCH, 1999.


MILTON KEINER
Registered Agent