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LAW OFFICES OF
MARIO BRAMNICK Esquire P.A.

9050 PINES BOULEVARD
FOURTH FLOOR, SUITE 450
PEMBROKE PINES, FL 33024

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March 31, 1999

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Secretary of State
PO Box 6327
Tallahassee FL 32314

RE: A Certificate of Limited Partnership of LAROC, LTD.

Dear Sirs:

Enclosed please find our Certificate of Limited Partnership and Affidavit of Capital Contribution for the above referenced limited partnership and a check in the amount of \$87.50 for filing.

Please file same and return to the undersigned at your convenience.

Very truly yours,

Mario Bramnick, Esquire

MB/cf

Enclosure

FILED
9 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A99-561

Name Availability	CP 4-7
Document Examiner	CP
Updater	CP
Updater Verifier	CP
Acknowledgment	CP
W. P. Verifier	CP

CERTIFICATE OF LIMITED PARTNERSHIP
of
LAROC, LTD.

FILED
99 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, desiring to form a partnership, pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Section 620.101 et seq. of the Florida Statutes, certify:

1. The name of the firm under which the partnership is to be conducted is LAROC, LTD.
2. The character of the business intended to be transacted by the partnership is as follows: real estate.
3. The mailing address of the Limited Partnership is P.O. Box 1119, in the City of Palm Beach, Florida.
4. (a) The name and place of residence of each general partner interested in the partnership are as follows:

Name	Business Address
MARZE CORP.	9050 Pines Blvd #450-11 Pembroke Pines, Florida 33024

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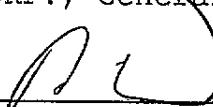
(b) The name and place of residence of each limited partner interested in the partnership are as follows:

Name	Place of Residence
Z. Bramnick, Trustee	9050 Pines Blvd #450-11 Pembroke Pines, Florida 33024

5. The LAROC, LTD. partnership shall exist for an indefinite term.
6. The amount of cash and a description of, and the agreed value of, the other property contributed by each limited partner is as follows: \$7,000.00.
7. The limited partners may make such additional contributions to the capital of the partnership as may from time to time be agreed upon by the general partners and the limited partners.
8. The name and address of the initial registered agent is: Mario Bramnick, Esquire, P.A., whose address is: 9050 Pines Boulevard, Suite 450, Pembroke Pines, Florida, 33024.
9. The latest date upon which the limited partnership is to dissolve is perpetual.

witness, the undersigned have executed this certificate this
day of _____, 1999.

MARZE CORP., General Partner

by: 
Mario Bramnick, Secretary

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned limited partnership, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

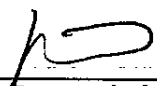
1. The name of the corporation is:

LAROC, LTD.

2. The name and address of the registered agent and office:

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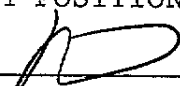
SIGNATURE


Mario Bramnick, Esquire
9050 Pines Boulevard, Suite 450
Pembroke Pines, FL 33024

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE


3/3/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of LAROC, LTD., a Florida Limited Partnership, certify:


The amount of capital contributions to date of the limited partners is \$7,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,000.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

MARZE CORP., General Partner

by: 
Mario Bramnick, Secretary

This 31 day of March, 1999.

FILED
99 APR -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA