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BARASH & ASSOCIATES, P.A.
ATTORNEYS AT LAW

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KANE CONCOURSE EXECUTIVE BUILDING
1140 KANE CONCOURSE
BAY HARBOR ISLANDS, FLORIDA 33154-2055

June 1, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

300002833829--9
-06/03/99--01042--011
***1785.00 ***1785.00

Re: Sy Rosenblatt Family Ltd.

Gentlemen:

Please find enclosed the Affidavit of Capital Contribution for Florida Limited Partnership and the Certificate of Limited Partnership to be filed on behalf of the above Limited Partnership together with check to your order in the sum of \$1,785. representing the initial capitalization of the above Limited Partnership (\$1750) and \$35.00 for the Designation of Registered Agent.

Kindly forward your letter indicating the formation of said Limited Partnership and the assignment of a number to it.

Thanking you for your cooperation in this matter.

Very truly yours,

A. JEFFREY BARASH
For the Firm

AJB/mlh
encls.

cc: Mr. Seymour Rosenblatt
Mr. Steven Rosenblatt
Mr. Nathan Rosenblatt

Name Availability	MJH
Document Examiner	
Updater	
U.S. Ca er Verifier	
Acknowledgement	
W. P. Verifier	

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

SY ROSENBLATT FAMILY LTD.

This Certificate of Limited Partnership ("Partnership") dated this 24th day of May, 1999, has been duly executed and is being filed by the undersigned in accordance with the provisions of Florida Revised Uniform Limited Partnership Act (1986)

1. Name. The name of the limited partnership is:

SY ROSENBLATT FAMILY LTD.

2. Partnership Office. The business and mailing address of the partnership office in the State of Florida is:

c/o Mr. Seymour Rosenblatt
9999 Collins Avenue - Apt. 7J
Bal Harbour,
Florida 33154

3. Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Florida is:

Barash & Associates, P.A.
1140 Kane Concourse
Bay Harbor Islands, Florida 33154

4. General Partners. The name and mailing address of the general partners of the Partnership are as follows:


Seymour Rosenblatt, Trustee
Seymour Rosenblatt Revocable Trust
9999 Collins Avenue,
Bal Harbour,
Florida 33154

Nat D. Rosenblatt
1887 Montgomery Street
Cardiff on the Sea, California 92007

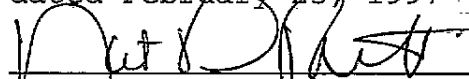
Steven P. Rosenblatt
639 W. Promontory Dr.
Newport Beach, California 92260

5. Term of Partnership. The Partnership will end on December 31 of the year following the expiration of 30 years from the date this Certificate of Limited Partnership is filed with the Florida Secretary of State.

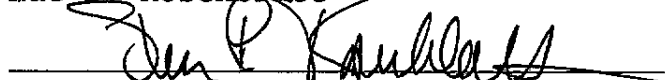
IN WITNESS WHEREOF, the undersigned, being the general partners of the Partnership, have executed this Certificate of Limited Partnership as of the day and year aforesaid.



Seymour Rosenblatt, Trustee
Seymour Rosenblatt Revocable Trust
dated February 25, 1997

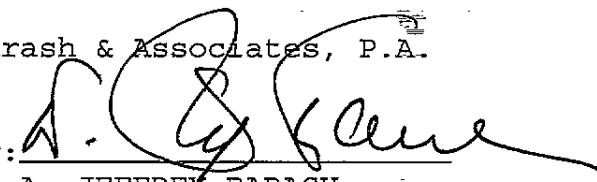


Mat D. Rosenblatt



Steven P. Rosenblatt

The undersigned, who is an authorized officer of Barash & Associates. P.A., hereby accepts the designation as Registered Agent of SY ROSENBLATT FAMILY LTD., on behalf of said professional corporation.

Barash & Associates, P.A.
By: 

A. JEFFREY BARASH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP

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


1. The amount of capital contributions to date of limited partners is \$-0-.

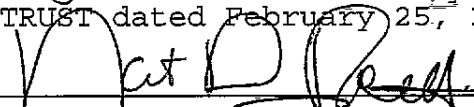
2. The total amount contributed and anticipated to be contributed by the limited partners at this time is \$2,500,000.

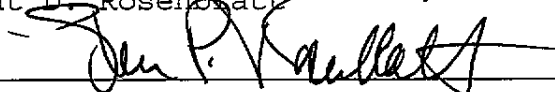
Signed this 24th day of May ~~April~~, 1999.

FURTHER AFFIANT SAYETH NOT.

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


SEYMOUR ROSENBLATT, Trustee of the
of the SEYMOUR ROSENBLATT REVOCABLE
TRUST dated February 25, 1997


Nat. D. Rosenblatt


Steven P. Rosenblatt