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ENGELBERG, CANTOR, LEONE & MILGRIM, P.A.

PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

YANKEE CHIFFER CENTER

3250 STIRLING ROAD

HOLLYWOOD, FLORIDA 33021

MORRIS ENGELBERG &
LAURIE E. MILGRIM, P.A.

JERALD C. CANTOR, P.A.

FREDERICK LEONE, JR., P.A.

HOLLYWOOD (954) 966-3900

FAX (954) 981-2300

PALM BEACH OFFICE

125 WORTH AVENUE

PALM BEACH, FLORIDA 33480

TELEPHONE (561) 734-0440

PLEASE DIRECT ALL MAIL
TO HOLLYWOOD OFFICE

August 27, 1999 200002973895--5

-08/30/99--01125--002

***1837.50 ***1837.50

Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

RE: Certificate of Limited
Partnership of Falk
Enterprises, Inc.
Limited Partnership

Dear Sir/Madam:

We have prepared and enclose herein an original of the Certificate of Limited Partnership of Falk Enterprises Limited Partnership. Please find a check in the amount of One Thousand Eight Hundred Thirty-Seven Dollars and 50/100 (\$1,837.50) made payable to the Secretary of State representing your fee for filing the aforementioned.

Kindly file the enclosed and return a certified copy of said document to our Hollywood offices.

If you have any questions with regard to the enclosed, please do not hesitate to contact our offices.

Sincerely,

Frederick Leone, Jr.
FREDERICK LEONE, JR.
For the Firm

FL:nh
Enclosures

FILED

90 AUG 30 PM 12:54

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SL
A-2-99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FALK ENTERPRISES
LIMITED PARTNERSHIP**

THE UNDERSIGNED SUBSCRIBER to this Certificate of Limited Partnership, being a natural person, competent to contract pursuant to the provisions of Chapter 620, Florida Statutes, for the purpose of establishing a limited partnership, does hereby declare the following:

**ARTICLE I
NAME**

The name of this limited partnership is the **FALK ENTERPRISES LIMITED PARTNERSHIP**.

**ARTICLE II
GENERAL PARTNERS**

The general partners of the partnership, and their respective addresses, are as follows:

**MARJORIE FALK
4400 HILLCREST DRIVE
APT. 1015
HOLLYWOOD, FL 33021**

**FALK ENTERPRISES, INC.
4400 HILLCREST DRIVE
APT. 1015
HOLLYWOOD, FL 33021**

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99 AUG 30 10:12:55
FALMARS, FL 33021

ARTICLE III

MAILING ADDRESS

The principal office and mailing address of this limited partnership shall be **4400 HILLCREST DRIVE, APT. 1015, HOLLYWOOD, FL 33021**.

**ARTICLE IV
DATE OF DISSOLUTION**

The latest date on which this limited partnership may be dissolved shall be **December 31, 2048..**

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this limited partnership is **4400 HILLCREST DRIVE, APT. 1015, HOLLYWOOD, FL 33021**, and the name of the initial registered agent of this limited partnership at that address is **MARJORIE FALK**.

IN WITNESS WHEREOF, the undersigned Subscribers have executed this Certificate of Limited Partnership of the **FALK ENTERPRISES LIMITED PARTNERSHIP** on the date shown below.

DATED: 8/4, 1999.

Suzanne Conn

Fredrick Leone, Jr.

Marjorie Falk
MARJORIE FALK
General Partner

FALK ENTERPRISES, INC.
General Partner

Suzanne Conn

Fredrick Leone, Jr.

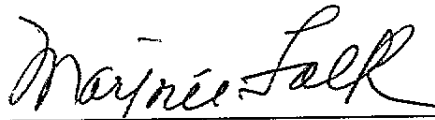
By: Marjorie Falk
MARJORIE FALK
President

FILED
09 AUG 30 PM 12:55
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND FOR NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

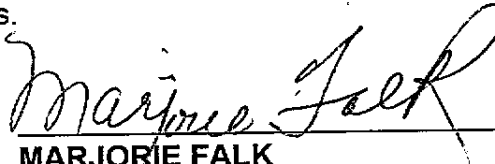
That the **FALK ENTERPRISES LIMITED PARTNERSHIP** desiring to organize or qualify under the laws of the State of Florida, with its principal office and mailing address at **4400 HILLCREST DRIVE, APT. 1015, HOLLYWOOD, FL 33021** has named **MARJORIE FALK**, whose address is the same, as its agent to accept service of process within the State of Florida.



MARJORIE FALK
General Partner

DATED: August 4, 1999

HAVING BEEN NAMED to accept service of process for the above-stated 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 relative to the proper and complete performance of my duties.



MARJORIE FALK

DATED: August 4, 1999

FILED
29 AUG 30 4:12:55
CLERK OF DISTRICT COURT
HALL COUNTY, FLORIDA

CAPITAL CONTRIBUTIONS AFFIDAVIT

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned individual, **MARJORIE FALK**, personally appeared, and, after being first duly sworn, deposed and stated as follows:

- (1) That she is the sole limited partner of the **FALK ENTERPRISES LIMITED PARTNERSHIP**.
- (2) That she has made an initial contribution as a limited partner in the amount of **Ninety-Eight Dollars (\$98)**.
- (3) That the total anticipated limited partners' contributions is **One Million Dollars (\$1,000,000)**.

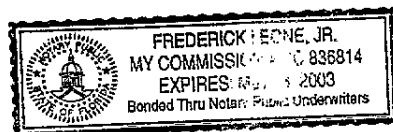

MARJORIE FALK
Limited Partner

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **MARJORIE FALK**, the person described in the foregoing document as the "**Limited Partner**", and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid the 4th day of August, 1999.


NOTARY PUBLIC

My Commission Expires:



LAW OFFICES

ENGELBERG, CANTOR, LEONE & MILGRIM, P. L.