

KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP
A NEW YORK LIMITED LIABILITY PARTNERSHIP
PHILLIPS POINT, WEST TOWER, SUITE 1002
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6163

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ABRAHAM M. MORA
AMORA@KAYESCHOLER.COM

September 30, 1999

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000003004860--7
-10/14/99--01082--001
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Re: The Katz Family Limited Partnership

000003004860--7
-10/04/99--01133--008
*****140.00 *****140.00

To Whom It May Concern:

Enclosed please find a Certificate of Limited Partnership and Affidavit of Capital Contributions in the above referenced partnership. I have also enclosed a check in the amount of \$140.00 for filing and return of a certified copy in the stamped self-addressed envelopes.

If you have any questions, please feel free to call me.

Sincerely,

Pam Newman

Pam Newman
Secretary to
Abraham M. Mora

jpn
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
THE KATZ FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership

The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. Name. The name of this Limited Partnership is THE KATZ FAMILY LIMITED PARTNERSHIP.

2. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 777 South Flagler Drive, Suite 1002, Phillips Point, West Tower, West Palm Beach, Florida 33401, at which place the records shall be maintained.

3. Registered Agent. The name and address of the registered agent for service for this Limited Partnership is Abraham M. Mora, Esquire, Kaye, Scholer, Fierman, Hays & Handler, LLP, 777 South Flagler Drive, Suite 1002, Phillips Point, West Tower, West Palm Beach, Florida 33401, who acknowledges by his signature hereunder, that he accepts same.

4. The General Partners. The names and business addresses of the General Partners are as follows:

GENERAL PARTNERS

CHARLES DANIEL KATZ

JACOB E. KATZ

PLACE OF BUSINESS

40 Wood Road
Tenafly, New Jersey 07670-1141

40 Wood Road
Tenafly, New Jersey 07670-1141

5. Mailing Address. The mailing address of the Limited Partnership is c/o Kaye, Scholer, Fierman, Hays & Handler, LLP, 777 South Flagler Drive, Suite 1002, Phillips Point, West

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Tower, West Palm Beach, Florida 33401.

6. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2038, unless sooner dissolved by law or by agreement of the parties of the parties hereto or unless extended by a majority agreement of the Partners.

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate as of the

26th day of May, 1999.

*Sworn to
Before Me
this 26th day of May, 1999*

Jean Gross
JEAN GROSS
Notary Public, State of New York
No. 31-4511368
Qualified in New York County
Commission Expires September 30, 1999

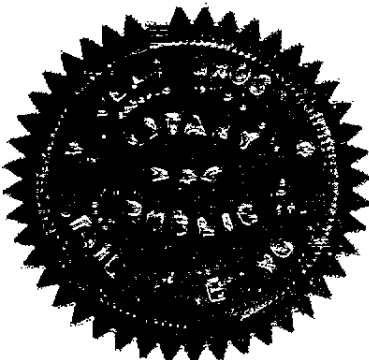
GENERAL PARTNERS:

Charles Daniel Katz
Charles Daniel Katz

Jacob E. Katz
Jacob E. Katz

REGISTERED AGENT

Abraham M. Mora
Abraham M. Mora, Esquire



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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR THE KATZ FAMILY LIMITED PARTNERSHIP
A FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of THE KATZ FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certify:

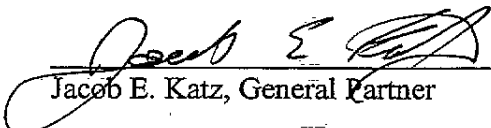
1. The amount of capital contributions to date of the limited partner is \$0.00
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$10,00.00

Signed as of this May day of 26, 1999.

FURTHER AFFLIANT SAYETH NOT.

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


Charles Daniel Katz, General Partner


Jacob E. Katz, General Partner

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