

A 99 000000 1799
MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

LAW OFFICES
ABRAMS ANTON P.A.

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *

REUBEN M. SCHNEIDER X
PETER R. SIEGEL
MARC JAY TANNEN
JACK F. WEINS
DAVID WEISMAN X
OF COUNSEL
STANLEY D. GOTTSCHEN *

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER
◇ BOARD CERTIFIED REAL ESTATE LAWYER

◇ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

ONE BOCA PLACE - SUITE 411E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:
Hollywood

FILE NO.:

KAYP-0001

VIA FEDERAL EXPRESS #812325121638

October 29, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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***1793.75 ***1793.75

RE: **PEARL KAY FAMILY LIMITED PARTNERSHIP**

Dear Sir or Madam:

Enclosed for filing please find the following:

- A. An original and one Certificate of Limited Partnership for PEARL KAY FAMILY LIMITED PARTNERSHIP
- B. An original and one Affidavit of Capital Contribution for PEARL KAY FAMILY LIMITED PARTNERSHIP
- C. Our firm's check in the amount of \$1,793.75 to cover the required filing fee

FILED
99 NOV -1 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mtu
11/3

Please complete the necessary filing and return the certified copy to the undersigned in the self-addressed envelope I am providing for your convenience. Thank you for your prompt attention to this matter. Should you have any questions, please call.

Sincerely yours,


GENE K. GLASSER

GKG:crw/320589/Enclosures

cc: Mrs. Pearl Kay

CERTIFICATE OF LIMITED PARTNERSHIP

OF

PEARL KAY FAMILY LIMITED PARTNERSHIP,

a Florida Limited Partnership

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is PEARL KAY FAMILY LIMITED PARTNERSHIP.

2. The address of the office of the partnership is 20191 East Country Club Drive, Unit 901 - Terraces, Aventura, Florida 33180.

3. The name and address of the agent for service of process on the partnership is GENE K. GLASSER, c/o Abrams Anton P.A., 2021 Tyler Street, Hollywood, Florida 33022.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are PEARL KAY, 20191 East Country Club Drive, Unit 901 - Terraces, Aventura, Florida 33180.

5. The latest date upon which the partnership shall dissolve is December 31, 2049.

6. No Limited Partner shall be entitled to withdraw or demand the return of any part of its capital contribution except upon dissolution of the partnership.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities.

8. There is no priority of any one (1) Limited Partner over another with respect to the contributions or compensation by way of income.

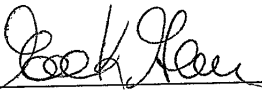
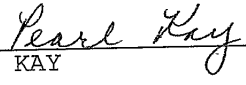
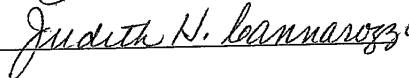
9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of PEARL KAY FAMILY LIMITED PARTNERSHIP this 1 day of October, 1999.

Witnesses:

GENERAL PARTNER(S):

 
 PEARL KAY

Having been named as registered agent for PEARL KAY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


GENE K. GLASSER

FILED
99 NOV -1 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIB/KS
359842

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned, personally appeared PEARL KAY, the General Partner(s) of PEARL KAY FAMILY LIMITED PARTNERSHIP, a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

\$1,985,000.00

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

Cash contribution of \$20,463.92 from BARRY KAY.

Cash contribution of \$20,463.92 from ROBERT KAY.

Cash contribution of \$20,463.92 from SCOTT ERIC KAY.

FURTHER, AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER(s):

Pearl Kay
PEARL KAY

The foregoing Affidavit was subscribed and acknowledged before me by PEARL KAY, who is personally known to me or who has produced October as identification, on this 1 day of October, 1999.

Catherine Doucet Wormsbacher
Notary Public, State of Florida

My Commission Expires:

