

A9900000/820

Paul S. Labiner

Attorney and Counselor at Law

Admitted in NY, NJ and Florida

2255 Glades Road
Suite 422-A
Boca Raton, FL 33431
Tel (561) 998-2362
Fax (561) 998-2358

November 1, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

MJH

900003034199--5
-11/03/99-01067-017
***1837.50 ***1837.50

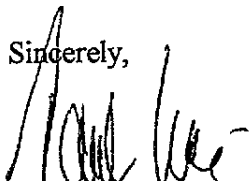
RE: SEIGEL FAMILY LIMITED PARTNERSHIP, LTD.

Enclosed is an original and one (1) copy each of the

1. Certificate Of Limited Partnership of the SEIGEL FAMILY LIMITED PARTNERSHIP, LTD.
2. Acceptance Of Appointment As Registered Agent;
3. Affidavit Of Capital Contributions; and
4. a check payable to "State of Florida, Division of Corporations" for \$1,837.50 which includes:
 - a. \$1750.00 Filing Fee
 - b. 35.00 Designation of Registered Agent
 - c. 52.50 Certified Copy
5. a self-addressed return envelope provided for your convenience.

All documents and correspondence are to be directed to my office. Your time and consideration in this matter are greatly appreciated.

Sincerely,


Paul S. Labiner, Esq.

dcs
Enclosures

cc: BENNETT M. SEIGEL

99 NOV -3 AM 11:30
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SEIGEL FAMILY LIMITED PARTNERSHIP, LTD.**
a Florida limited partnership

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is:
SEIGEL FAMILY LIMITED PARTNERSHIP, LTD.
2. The address of the office of the Partnership is:
8877 Collins Avenue, Apt. #1104
Miami Beach, FL 33154
3. The name and address of the agent for service of process on the Partnership is:
BENNETT M. SEIGEL
8877 Collins Avenue, Apt. #1104
Miami Beach, FL 33154
4. The name and business address of the general partner is:
BENNETT M. SEIGEL
8877 Collins Avenue, Apt. #1104
Miami Beach, FL 33154
5. The mailing address of the Partnership is:
8877 Collins Avenue, Apt. #1104
Miami Beach, FL 33154
6. The latest date upon which the Partnership shall dissolve is August 10, 2009.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -3 AM 11:30

The execution of this certificate by the undersigned General Partner 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 on behalf of the General Partner of the SEIGEL FAMILY LIMITED PARTNERSHIP, LTD. this 6 day of August, 1999.

GENERAL PARTNER:


BENNETT M. SEIGEL

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared BENNETT M. SEIGEL of 8877 Collins Avenue, Apt. #1104, Miami Beach, FL 33154, General Partner of the SEIGEL FAMILY LIMITED PARTNERSHIP, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

- 1. The amount of capital contributions to the Partnership made by the limited partner(s) is/are, in the aggregate, One Million and No/100 (\$ 1,000,000) Dollars.
- 2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

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:

Bennett M. Seigel
BENNETT M. SEIGEL

Date: August 6, 1999

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared BENNETT M. SEIGEL, who acknowledged to me and before me that he executed this Affidavit as General Partner of the SEIGEL FAMILY LIMITED PARTNERSHIP, LTD.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 6 day of August, 1999.

DIANE C. SAGIL
Notary Public, State of Florida
My comm. exp. Dec. 6, 2002
Comm. No. CC795096

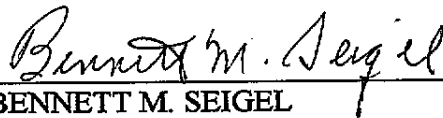
Diane C. Sagil
NOTARY PUBLIC
State of Florida

BENNETT M. SEIGEL is Personally known
OR Produced Identification _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:



BENNETT M. SEIGEL
8877 Collins Avenue, Apt. #1104
Miami Beach, FL 33154