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November 19, 1999

Florida Department of State
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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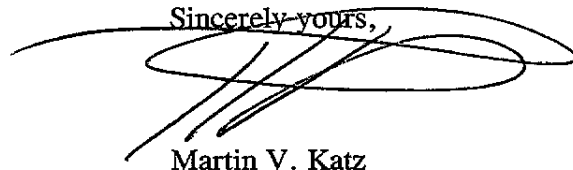
Re: Bernstein Family Limited Partnership

Dear Sir or Madam:

Enclosed please find a check in the amount of \$1,837.50 for the filing of the enclosed Affidavit and Certificate of Limited Partnership of the Bernstein Family Limited Partnership which represents a filing fee of \$1,750.00, registered agent's fee of \$35.00 and \$52.50 for a certified copy of the Affidavit and Certificate. In that regard, I am enclosing a copy of the Affidavit and Certificate so that you may return the certified copy to my attention.

Thank you for your immediate attention to this matter.

Sincerely yours,



Martin V. Katz

MVK:tcs

cc: Mr. and Mrs. Howard Bernstein

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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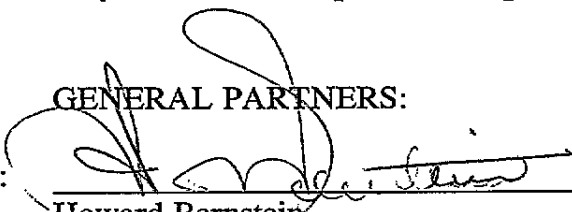
**CERTIFICATE OF LIMITED PARTNERSHIP
OF BERNSTEIN FAMILY LIMITED PARTNERSHIP**

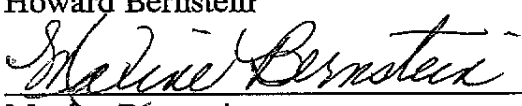
1. The name of the Partnership is Bernstein Family Limited Partnership.
2. The address of the Partnership's office is 7226 Ayrshire Lane, Boca Raton, Florida 33496.
3. The name and address of the agent for service of process is Howard Bernstein, 7226 Ayrshire Lane, Boca Raton, Florida 33496.
4. The names and business addresses of the General Partners are as follows:

Howard Bernstein 7226 Ayrshire Lane Boca Raton, Florida 33496	Maxine Bernstein 7226 Ayrshire Lane Boca Raton, Florida 33496
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5. A mailing address for the Limited Partnership is c/o Howard Bernstein and Maxine Bernstein, 7226 Ayrshire Lane, Boca Raton, Florida 33496.
6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2019.

This Certificate of Limited Partnership of Bernstein Family Limited Partnership has been executed on the 19th day of November, 1999. By such execution, the General Partners whose signatures are set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNERS:

By: 
Howard Bernstein

By: 
Maxine Bernstein

The undersigned hereby accepts appointment as Registered Agent of Bernstein Family Limited Partnership pursuant to the terms of Section 620.192, Florida Statutes, as amended.


HOWARD BERNSTEIN

AFFIDAVIT

The undersigned, as General Partners of the Bernstein Family Limited Partnership, pursuant to Section 620.108, Florida Statutes, hereby attests to the following:

1. The Capital Contribution of the Limited Partners of Bernstein Family Limited Partnership, is Ten Million Dollars (\$10,000,000.00)
2. The total amount anticipated to be contributed by the limited partners of Bernstein Family Limited Partnership is Ten Million Dollars (\$10,000,000.00)

By such execution, the General Partner whose signatures are set forth below, hereby affirm, under the penalties of perjury that the facts stated herein are true

Dated this 19th day of November, 1999

GENERAL PARTNERS

By:

Howard Bernstein

By:

Maxine Bernstein

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