

UCCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

A99000002015

CONTACT: CINDY HICKS

DATE: 12-2-99

100003058911-2
-12/02/99-01057-002
***1875.00 ***1837.50

REF. #: 0257.9374

CORP. NAME: Cohen Family Limited Partnership

- | | | |
|------------------------------------------------------|---------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input checked="" type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:16

STATE FEES PREPAID WITH CHECK# 181 FOR \$ 1875.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

13K
12/2/99

RECEIVED
99 DEC -2 PM 12:17
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 2, 1999

CINDY HICKS
CORPORATE & CRIMINAL RESEARCH
TALLAHASSEE, FL

SUBJECT: COHEN FAMILY LIMITED PARTNERSHIP
Ref. Number: W99000027558

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:16

We have received your document for COHEN FAMILY LIMITED PARTNERSHIP and your check(s) totaling \$1875.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,875.00 payment.,

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 699A00057029

RECEIVED
99 DEC -3 AM 11:25
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

**STANFORD COHEN FAMILY LIMITED PARTNERSHIP
a Florida Limited Partnership**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:16

The undersigned general partner of the ^{STANFORD COHEN} ~~STANFORD COHEN~~ FAMILY LIMITED PARTNERSHIP, a Florida limited partnership (the "Partnership"), desiring to adopt this Certificate of Limited Partnership of the Partnership (the "Certificate"), pursuant to provisions of the Florida Revised Uniform Limited Partnership Act hereby states:

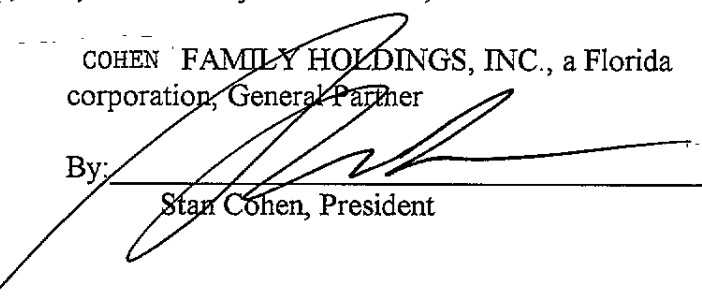
1. The name of the Partnership is the ^{STANFORD COHEN} ~~STANFORD COHEN~~ FAMILY LIMITED PARTNERSHIP.
2. The address of the office of the Partnership is 1263 Manor Drive South, Weston, Florida 33326.
3. The name and address of the office of the registered agent of the Partnership is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 400, Miami, Florida 33131.
4. The name and business address of the sole general partner of the Partnership is COHEN FAMILY HOLDINGS, INC., 1263 Manor Drive South, Weston, Florida 33326.
P99000100569
5. The mailing address for the Partnership is 1263 Manor Drive South, Weston, Florida 33326.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act.

The execution of this certificate by the undersigned a general partner constitutes an affirmation under penalties of perjury that the fact stated herein are true.

IN WITNESS WHEREOF, this Certificate has been executed by the sole general partner of the Cohen Family Limited Partnership, Ltd., this 30th day of November, 1999.

COHEN FAMILY HOLDINGS, INC., a Florida
corporation, General Partner

By: 
Stan Cohen, President

This item prepared by:
Kenneth L. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

AFFIDAVIT OF CAPITAL CONTRIBUTION

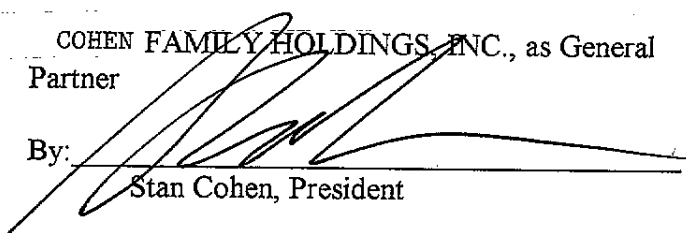
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:16

The undersigned, ^{Stanford}Stan Cohen, President of COHEN FAMILY HOLDINGS, INC., the sole General Partner of the Cohen Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

The assets contributed to the Partnership by the Limited Partners have an agreed upon fair market value of \$2,400,000.00 and the total anticipated value of the capital contributions of the Limited Partners is the same.

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

COHEN FAMILY HOLDINGS, INC., as General
Partner

By: 
Stan Cohen, President

Dated: November 30, 1999.

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED
OFFICE AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC -2 PM 3:16

1. The name of the Limited Partnership is:

STANFORD COHEN FAMILY LIMITED PARTNERSHIP

2. The name and address of the registered agent and the registered office is:

ZISKIND & ARVIN, P.A., 444 Brickell Avenue , Suite 400, Miami, Florida 33131.

Pursuant to Section 620.105, Florida Statutes, the undersigned has been named to act as the registered agent of Cohen Family Limited Partnership, at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity.

The undersigned further agrees that the undersigned will comply with Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of a limited partnership and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the limited partnership.

Dated: November 30, 1999.

REGISTERED AGENT:

ZISKIND & ARVIN, P.A.

By: 

Kenneth I. Arvin, Esq., Vice President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632