

A990000002179
The Law Offices of
HOWARD L. SCHWARTZ, P.A.

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, N.W.
SUITE 414
BOCA RATON, FLORIDA 33431

Legal Assistant:
Susan Landesman
TELEPHONE: 561-997-0000
FACSIMILE: 561-998-789

December 14, 1999

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

100003075201--7
-12/20/99--01036--008
****105.00 ****105.00

RE: The Messinger Family Limited Partnership

Dear Sir/Madam:

Enclosed, please find the original and one copy of the Certificate of Limited Partnership for the above referenced partnership, together with our check in the amount of \$105.00 for filing fees. This includes \$70.00 filing fee, plus \$35.00 for Registered Agent.

After filing, please return copy of filed Certificate of Limited Partnership to this office.

If you have any questions, please do not hesitate to contact me.

Sincerely,
The Law Offices of
Howard L. Schwartz, P.A.

Susan Landesman

Susan Landesman
Legal Assistant

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Enclosures (2)

99 DEC 20 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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AND
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SB
12-22-99

CERTIFICATE OF LIMITED PARTNERSHIP

OF THE

THE VIVIAN MESSINGER 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 Vivian Messinger Family Limited Partnership u/a/d 11-17-99.

2. Business: The general character of the Partnership business shall be real estate, mortgages, rental properties, securities, partnership interests, limited partnership interests, or otherwise deal in and with the foregoing property or any part thereof, and to carry on such other activities in furtherance of the purpose as are not prohibited by law. In addition, the Partnership may operate any and/all lawful business permitted under the state it is licensed to do business in and any other state, either directly, in its own name or, indirectly through another entity (ie: corporation) it may form.

3. Principal Place of Business and Location of Records: The location of the principal place of business of the Partnership is 1370 S. Ocean Blvd., Apt. 1403, Pompano Beach, FL 33062 at which place the records shall be maintained.

4. Registered Agent: The name and address of the registered agent for service for this Limited Partnership is Howard L. Schwartz, 2101 Corporate Blvd. NW Suite 414, Boca Raton, FL 33431, who acknowledges by his signature hereunder, that he accepts same.

5. The General Partner: The name and business address of the General Partner is as follows:

A. GENERAL PARTNER
The Messinger, LLC L99000007811

PLACE OF BUSINESS
1370 S. Ocean Blvd., Apt. 1403
Pompano Beach, FL 33062

B. The Limited Partner: The name and business address of the Limited Partner is as follows:

LIMITED PARTNER
Vivian Messinger

PLACE OF BUSINESS
1370 S. Ocean Blvd., Apt. 1403
Pompano Beach, FL 33062

SECRETARY OF STATE
TREASURER
ASSISTANT SECRETARY
FLORIDA
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6. Mailing Address: The mailing address of the Limited Partnership is: 1370 S. Ocean Blvd., Apt. 1403, Pompano Beach, FL 33062

7. 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 January 1, 2049, unless sooner dissolved by law or by agreement of parties of the parties hereto or unless extended by a majority agreement of the Partners.

8. Additional Contribution: No additional contributions of the Limited Partners have been agreed upon.

9. Return of Contributions: No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

10. Profits: All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partner's then capital interest accounts, unless retained for Partnership investment and business activities.

11. Sale or transfer of interest in Partnership: A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the General Partner, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. Additional Limited Partners: The General Partner may admit additional limited partners.

13. Priority Among Limited Partners: There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

14. Continuance of business: In the event of the death, incompetency, bankruptcy, or retirement of the General Partner, the business of the Partnership shall be continued by the remaining General Partner, and if there are none, and if the Limited partners do not admit a new General Partner or Partners to the Partnership within ninety days the business will not continue and the Partnership will terminate provided in the Partnership Agreement.

15. Property Other than Cash: No Limited Partner shall have the right to demand and receive Property other than cash in return for his or her contribution, but in the discretion of the General Partner there may be distributions in kind.

16. Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed:

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TALLAHASSEE, FLORIDA
99 DEC 20 AM 11:30
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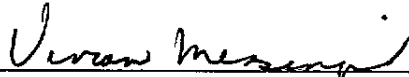
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The General Partner and Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "B", Affidavit of the Amount of the Capital Contributions of the General and Limited Partners, and Any Amount Anticipated to be Contributed by the General Partner and Limited Partners" attached hereto, with an agreed value of \$1000.00

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 17th day of November, 1999.

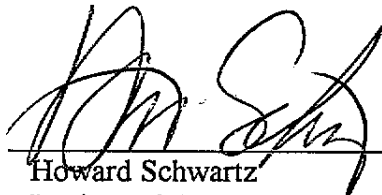
GENERAL PARTNER:

The Messinger, LLC, General Partner



BY: Vivian Messinger, Managing Member

DATE:



Howard Schwartz
Registered Agent

APPROVED
AND
FILED
99 DEC 20 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCHEDULE "B"

"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF THE LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED BY THE LIMITED PARTNERS"

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partnership of The Vivian Messinger Family Limited Partnership is \$1000.00
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$ 1000.00.

The Messinger, LLC, General Partner

By: Vivian Messinger
Vivian Messinger, Managing Member

Vivian Messinger
Vivian Messinger, Limited Partner

Dated:

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 17th day of November 1999 by, Vivian Messinger, Managing Member of The Messinger, LLC, General Partner and Vivian Messinger, individually, who is personally known to me, ~~or,~~ has produced the following form of identification:

Howard L. Schwartz
NOTARY PUBLIC
My Commission Expires:

99 DEC 20 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
NOTARY
AND
FILED

Chambers\flpcert.frm

NOTARY PUBLIC
STATE OF FLORIDA
Howard L. Schwartz
Notary Public, State of Florida
Commission No. CC 648633
My Commission Exp. 07/13/2001
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.