

A000000000942

LAW OFFICES OF
JOSEPH H. CHUMBLEY

W/8

3862 CENTRAL AVENUE
SUITE A
CENTRAL AVENUE
ST. PETERSBURG, FLORIDA 33711

TELEPHONE NUMBER: (727) 323-7625
FACSIMILE NUMBER: (727) 323-5923

00789-00608-01117-00640-00071
May 8, 2000

MJH

State of Florida
Department of State
Limited Partnership Division
P O Box 6327
Tallahassee FL 32314

W-13181

500003253325-4
-05/15/00--01161--002
*****52.50 *****52.50
500003253325-4
-06/09/00--01088--004
*****35.00 *****35.00

Dear Sir:

Enclosed are two originals and one copy of Certificate of Limited Partnership for RSM FINANCIAL LIMITED, together with our firm's check in the amount of \$52.50 in payment of filing fees.

Please file the original and return the Certificate of Authority to the above address.

Sincerely,

Shirley A. Weller
Shirley A. Weller
Secretary

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN - 8 AM 9:35



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 22, 2000

SHIRLEY A. WELLER
JOSEPH H. CHUMBLEY
3862 CENTRAL AVENUE, SUITE A
ST. PETERSBURG, FL 33711

SUBJECT: RSM FINANCIAL LIMITED
Ref. Number: W00000013181

We have received your document for RSM FINANCIAL LIMITED and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The document must contain the entity's complete mailing address.

Pursuant to section 620.108, Florida Statutes, an affidavit declaring the amount of the capital contributions of the limited partners and the amount anticipated to be contributed by the limited partners must accompany the certificate of limited partnership. The affidavit must be signed by all general partners.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 500A00029024

CERTIFICATE OF LIMITED PARTNERSHIP
OF
RSM FINANCIAL LIMITED

This Limited Partnership Agreement made this 3rd day of April, 2000, between RSM FINANCIAL CORPORATION ("General Partner") and RALPH MIZRAHI and RUTH ANN MIZRAHI ("Limited Partners").

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -8 AM 9:35

WITNESSETH:

ARTICLE I -- FORMATION OF PARTNERSHIP

The parties agree to enter into this partnership to be formed under ss620, Florida Statutes, which shall govern the rights and liabilities of the parties except as expressed below.

**ARTICLE II -- NAME PRINCIPAL OFFICE, AND
MAILING ADDRESS**

The business of the partnership shall be conducted under the name of RSM FINANCIAL LIMITED. The principal office and the address of the General Partner and Registered Agent for service of process shall be 6462 Central Avenue, St. Petersburg, Florida 33707.

The mailing address is 6462 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE III -- NATURE OF BUSINESS

1. To purchase, lease, or otherwise acquire, sell, sublease or otherwise dispose of properties of every kind and nature, to operate a business in or expand any properties acquired, to manage businesses located on properties not owned by the Partnership, and generally to engage in the business of dealing in investment properties.
2. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property including franchises, patents, copyrights, trademarks, and licenses of the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue, sell, or place bonds, debentures, notes and other evidences of debt, and execute mortgages, transfers of Partnership property, or other instruments to secure the payment of Partnership indebtedness.
4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of capital stock, bonds, securities, or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers, and privileges of ownership, including the right to vote the stock.
5. To purchase the assets of any other person, firm, or corporation and engage in the same or other character of business.
6. To enter into, make, and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate, association, corporation, or governmental entity, domestic or foreign.
7. To exercise all the powers of like partnerships confirmed by the laws of the State of

Florida. The purposes listed above shall not limit or restrict this Partnership.

**ARTICLE IV --
NAME, ADDRESS, AND CONTRIBUTION OF GENERAL PARTNER**

The name and address of the General Partner is:
RSM FINANCIAL CORPORATION
6462 Central Avenue
St. Petersburg, Florida 33707

The Articles of Incorporation for RSM FINANCIAL CORPORATION were filed on April 20, 2000 and assigned document number P00000040983.

IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 3rd day of April, 2000.

RSM FINANCIAL CORPORATION
General Partner

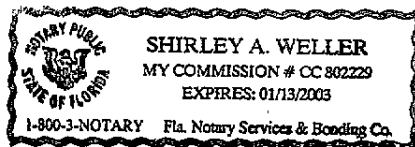
By *Ralph Mizrahi*
RALPH MIZRAHI, President

BEFORE ME, the undersigned authority, personally appeared RALPH MIZRAHI, known to me to be the president of the corporation named as General Partner and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same for the purposes herein set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 3rd day of April, 2000.

Shirley A. Weller
NOTARY PUBLIC, State of Florida
at Large

My commission expires:



IN WITNESS WHEREOF, we, and each of us, have signed this Certificate this 3rd day of April, 2000.

Ralph Mizrahi
RALPH MIZRAHI, Limited Partner

Ruth Ann Mizrahi
RUTH ANN MIZRAHI, Limited Partner

BEFORE ME, the undersigned authority, personally appeared RALPH MIZRAHI and RUTH ANN MIZRAHI, known to me to be the persons named as Limited Partners and who executed the foregoing Certificate of Limited Partnership and they acknowledged before me that they executed the same for the purposes therein set forth

IN WITNESS WHEREOF, I have set my hand and seal this 3rd day of April, 2000.

Shirley A. Weller

NOTARY PUBLIC, State of Florida
at Large

My commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 620.105, Florida Statutes, the following is submitted:

FIRST: That RSM FINANCIAL LIMITED, desiring to organize or qualify as a limited partnership under the laws of the State of Florida, with its principal place of business at 6462 Central Avenue, St. Petersburg, Florida 33707, has named RALPH MIZRAHI, President of RSM FINANCIAL CORPORATION, General Partner, as its agent to accept service of process within Florida.

Dated: April 3, 2000

Ralph Mizrahi
RALPH MIZRAHI, President of RSM FINANCIAL
CORPORATION, General Partner

Having been named to accept service of process for the above named Limited Partnership, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Ralph Mizrahi
RALPH MIZRAHI, Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared RALPH MIZRAHI, President of RSM FINANCIAL CORPORATION, General Partner of RSM FINANCIAL LIMITED, who after being duly sworn, deposes and says:

1. That he is the President and signatory for the General Partner of RSM FINANCIAL LIMITED, a Florida Limited Partnership, and his business address is 6462 Central Avenue, St. Petersburg, Florida 33707.
2. The total combined contributions to the Limited Partnership shall be One Thousand Dollars (\$1,000.00).
3. The initial amount contributed to the Partnership by the General Partner is Fifty Dollars (\$50.00).
4. The names, addresses and amount contributed by the Limited Partners is as follows:

<u>Limited Partner</u>	<u>Address</u>	<u>Initial Contribution</u>
RALPH MIZRAHI	6462 Central Avenue St. Petersburg, Florida 33707	\$475.00
RUTH ANN MIZRAHI	6462 Central Avenue St. Petersburg, Florida 33707	\$475.00

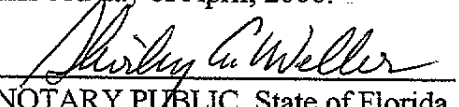
5. Nothing in the Partnership Agreement shall require any Limited Partner to make total capital contributions in excess of \$475.00 each.
6. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by him to the capital of the Partnership and his share in the undistributed net profits.

FURTHER AFFIANT SAYETH NOT.

RSM FINANCIAL CORPORATION,
General Partner,

BY: 
RALPH MIZRAHI, President

Sworn to and subscribed before me
this 3rd day of April, 2000.


NOTARY PUBLIC, State of Florida,
at Large

My commission expires:

