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FLORIDA LIMITED PARTNERSHIP

Rothbaum Family Limited Partnership

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
ROTHBAUM FAMILY LIMITED PARTNERSHIP
A Florida Limited Partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.708, Florida Statutes, hereby states the following:

1. The name of the Partnership is ROTHBAUM FAMILY LIMITED PARTNERSHIP.

2. The business address of the Partnership is 554 Southeast 8th Street, Suite 600, Delray Beach, FL 33483

3. The name and address of the agent for service of process on the Partnership is Michael Rothbaum, 554 Southeast 8th Street, Suite 600, Delray Beach, FL 33483.

4. The names and business addresses of the General Partner is as follows:

<u>GENERAL PARTNER</u>	<u>ADDRESS</u>
ROTHBAUM INVESTMENTS, LLC AL04000024925	554 Southeast 8 th Street, Suite 600 Delray Beach, Florida 33483.

5. The mailing address of the Partnership is 54 Southeast 8th Street, Suite 600 Delray Beach, Florida 33483.

6. The latest date upon which the Partnership shall dissolve is March 31, 2055.

The execution of this Certificate by the undersigned General Partners 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 by the General Partner of Rothbaum Family Limited Partnership this 5 day of March, 2004.

ROTHBAUM FAMILY LIMITED PARTNERSHIP

By: Rothbaum Investments, LLC
General Partner

By: 
Michael Rothbaum, Manager

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT


MICHAEL ROTHBAUM

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Michael Rothbaum, the Manager Rothbaum Investments, LLC, a Florida limited liability company, the General Partner of the Rothbaum Family Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certify as follows:

1. The amount of capital contributions of the limited partners is \$1,000.00.
2. The estimated total amount contributed and anticipated to be contributed by the limited partners at this time is \$28,000,000.00.

DATED this 15 day of March, 2004.

AFFIANT SAYS NOTHING FURTHER.

Under penalties of perjury, I declare that I have read the fore-going and that the facts alleged are true, to the best of my knowledge and belief.

ROTHBAUM FAMILY LIMITED PARTNERSHIP

By: Rothbaum Investments, LLC
General Partner

By: [Signature]
Michael Rothbaum, Manager

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 15 day of March, 2004, by MICHAEL ROTHBAUM who is personally known to me or who produced _____ as identification.

[Signature] NOTARY PUBLIC
Print Name:
1/31/05 My Commission Expires:

