

A96000000872

G. N. S. YOUNG, JR., GOLDEN P. L. & STEWART, P.A.

ATTORNEYS AT LAW

PHILLIPS POINT, SUITE 500 EAST

777 SOUTH FLAGLER DRIVE

WEST PALM BEACH, FLORIDA 33401-0104

P.O. Box 4587

WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980

FAX (407) 655-5077

OUR FILE NUMBER

09674.4

WRITER'S DIRECT DIAL NUMBER

(407) 650-0526

May 1, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Post Office Box 6327
Tallahassee, Florida 32399

Re: Rich Kids, Ltd.

Dear Sir or Madam:

Enclosed please find the original and a duplicate of the Certificate of Limited Partnership, along with the Affidavit of Capital Contributions and Acceptance of Registered Agent form, for the above mentioned limited partnership. Also enclosed is a check made payable to the Department of State in the amount of \$1,837.50 representing filing fees, certified copy fee, affidavit of capital contributions and registered agent fee.

The original is to be filed in your office and the copy certified and returned to the undersigned at this office in the envelope provided.

Please telephone me if there is any reason why the Certificate will not be filed immediately.

Sincerely,

Rose Carbone
Rose Carbone
Legal Assistant

Enclosures
0202479

OTHER OFFICES IN:

MIAMI, FL 13051 376-0000
FORT LAUDERDALE, FL 19541 462-2000
PALM BEACH, FL 14071 833-1970
STUART, FL 14071 288-1980
VERO BEACH, FL 14071 234-1040
TALLAHASSEE, FL 19041 222-0000

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
MAY -3 PM 3:24

ENCLOSURE 1 0013-10102
405/05/96-111041-0013
***1837.50 ***1837.50

**CERTIFICATE OF LIMITED PARTNERSHIP OF
RICH KIDS, LTD.
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. **Name of Partnership.** The name of the Partnership is as follows

RICH KIDS, LTD.

2. **Address of Record Keeping Office.** The address of the record keeping office of the Partnership in the State of Florida is as follows:

2357 N.E. 28th Court
Lighthouse Point, FL 33064

3. **Registered Office and Agent.** The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

4. **Name and Business Address of General Partner.** The name and business address of the general partner is as follows:

RKL, Corp.
2357 N.E. 28th Court
Lighthouse Point, FL 33064

5. **Mailing Address.** The mailing address of the Partnership is as follows:

2357 N.E. 28th Court
Lighthouse Point, FL 33064

6. **Latest Date Upon Which Partnership Is To Dissolve.** The latest date upon which the Partnership is to dissolve is December 31, 2045.

FILED
CLERK
JAN 11 2000
TALLAHASSEE
FLORIDA

99600037799

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Lawrence S. Rich, president of RKL, Corp., general partner of *RICH KIDS, LTD.*, this 1st day of May, 1996.


Lawrence S. Rich

FILED
MAY -3 PM 3:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for RICH KIDS, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT: VALDES-FAULI
CORPORATE SERVICES, INC.

By: 
Michael V. Mitrlono, Vice-President

FILED
96 MAY - 2 PM 3: 24
CLERK OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Lawrence S. Rich, president of RKL, Corp., general partner of **RICH KIDS, LTD.**, a Florida limited Partnership, (the "Partnership") who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$ 3,200,000.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 1st day of May, 1996.

FURTHER AFFIANT SAYETH NOT.

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


Lawrence S. Rich

STATE OF FLORIDA)
)
COUNTY OF DADE) ss.
 Brown

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Lawrence S. Rich, President of RKL Corp., General Partner of **RICH KIDS, LTD.**, known to me and know by me to be the person who executed the foregoing Instrument, and she acknowledged to me and before me that he executed this Instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have herunto set my hand and affixed my official seal, in the State and County aforesaid, this 1 day of May, 1996.

Sandra C. Pipkins
Notary Public

State of Florida at Large
My Commission Expires:

201892



SANDRA C. PIPKINS
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXP. JUNE 10, 1999
COMM. NO. CC 451452
BONDED THRU FIDELITY & DEPOSIT
COMPANY OF MARYLAND

FILED
MAY -3 PM 3:24
CLERK OF COURT
JANESVILLE, WIS.