

DEC-30-1999 THU 08:50 AM

BERMAN WOLFE RENNERT

FAX NO. 3053736036

P. 01/05

Division of Corporations

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Florida Department of State

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FLORIDA LIMITED PARTNERSHIP

RPK Associates, Ltd.

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
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| Estimated Charge      | \$148.75 |

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**RPK ASSOCIATES, LTD.**

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. **NAME.** The name of the Limited Partnership is:

**RPK ASSOCIATES, LTD.**

2. (a) **PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The address of the office of the Partnership at which place the records shall be maintained is:

**599 West Putnam Avenue, Suite 3  
Greenwich, CT 06830-6005**

- (b) **REGISTERED AGENT.** The name and address of the Partnership's agent for service of process is:

**Leon J. Wolfe, Esq.  
c/o Berman Wolfe Rennert Vogel & Mandler, P.A.  
NationsBank Tower At International Place  
100 Southeast Second Street, Suite 3500  
Miami, FL 33131-2130**

3. **GENERAL PARTNER.** The name and address of the General Partner is:

**RPK HOUSING, L.L.C., a Florida limited liability company  
120 South Olive Street, Suite 300  
West Palm Beach, Florida 33401**

L99-9346

4. **MAILING ADDRESS.** The mailing address for the Limited Partnership is:

**120 South Olive Street, Suite 300  
West Palm Beach, Florida 33401**

5. **DISSOLUTION DATE.** The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until **December 31, 2049**, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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STATE OF CONNECTICUT )  
 )  
COUNTY OF FAIRFIELD )

The foregoing instrument was acknowledged before me this 27th day of December, 1999, by DAVID A. SALEMAN, as Vice Pres of RPK HOUSING, L.L.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

**My Commission Expires:**

NOTARY PUBLIC, STATE OF CA

**MARY K. HOLZER**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES SEP. 30, 2001

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DEC-30-1999 THU 08:59 AM BERMAN WOLFE RENNERT

FAX NO. 3053736036

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IN WITNESS WHEREOF, the undersigned General Partner has hereunto executed this Certificate as of the 27<sup>th</sup> day of December, 1999.

GENERAL PARTNER:

[CORPORATE SEAL]

RPK HOUSING, L.L.C.,  
a Florida limited liability company

By: David A. Salzman  
DAVID A. SALZMAN, VICE PRESIDENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF CONNECTICUT

COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of December, 1999, by DAVID A. SALZMAN, V. P., of RPK HOUSING, L.L.C., a Florida limited liability company, on behalf of the Company, and who is personally known to me.

My Commission Expires:

Mary K. Holzer  
NOTARY PUBLIC, STATE OF Connecticut  
MARY K. HOLZER  
NOTARY PUBLIC  
MY COMMISSION EXPIRES SEP. 30, 2001

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

Leon J. Wolfe  
LEON J. WOLFE  
Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF CONNECTICUT )  
COUNTY OF FAIRFIELD )

BEFORE ME, a Notary Public, personally appeared DAVID A. SALZMAN, as  
VICE Pres. of RPK HOUSING, L.L.C., a Florida limited liability company (the "Affiant"), who,  
after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of RPK HOUSING, L.L.C., a  
Florida limited liability company (the "Company").

2. The Company is the General Partner of a Limited Partnership to be formed  
under the Florida Revised Uniform Limited Partnership Act under the name RPK  
ASSOCIATES, LTD.

3. The amount of capital contributions to date of the limited partners is \$100.00.

4. The total amount contributed and anticipated to be contributed by the limited  
partners at this time totals \$100.00.

5 The Affiant is familiar with the nature of an oath and with the penalties as  
provided by the laws of the State of Florida for falsely swearing to statements made in an  
instrument of this nature. Affiant further certifies that he has read the full facts of this  
affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

RPK HOUSING, L.L.C.,  
a Florida limited liability company

By:

David A. Salzman  
DAVID A. SALZMAN

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TALLAHASSEE, FLORIDA

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