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November 28, 2000

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Florida Dept. Of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: **RDP PARTNERS, LTD.**
Our File No. 8466.004

Gentlemen:

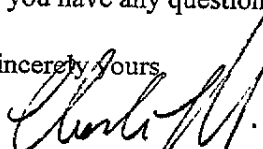
Enclosed for filing please find the following items:

- a. Certificate of Limited Partnership for the referenced Florida limited partnership;
- b. Registered Agent Acceptance;
- c. Affidavit regarding capital contributions;
- d. Our firm's check payable to Florida Department of State for \$1,837.50, for payment of \$1,750 filing fees, \$52.50 certified copy fee, and \$35 Registered Agent Designation fee.

Please process the Certificate and related documentation and forward the certified copy of the Certificate to my office using the enclosed return envelope.

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

Sincerely yours,


Charles D. Rubin

CDR/wp
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

RDP PARTNERS, LTD.

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1
NAME**

The name of the limited partnership is RDP PARTNERS, LTD.

**SECTION 2
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

**SECTION 3
OFFICE ADDRESS**

The address of the office of the limited partnership is 19 Saranac Road, Ft. Lauderdale, Florida 33308.

**SECTION 4
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

TESCHER CHAVES RUBIN & FORMAN, P.A.

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00 DEC - 1 AM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RDP MANAGEMENT, INC.
19 Saranac Road, Ft. Lauderdale, Florida 33308.

P-96561

**SECTION 6
MAILING ADDRESS**

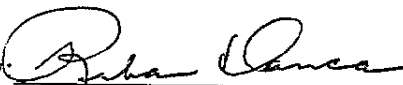
The mailing address for the limited partnership is 19 Saranac Road, Ft. Lauderdale, Florida 33308.

**SECTION 7
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2050.

Executed this 28 day of Nov., 2000.

RDP MANAGEMENT, INC., a Florida
corporation, as sole General Partner

By 

REBA DANCA, Pres.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for RDP PARTNERS, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: Nov. 28, 2000

M & W AGENTS, INC., a Florida corporation

By: Charles Rubin
CHARLES RUBIN, Vice-President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

State of Florida

County of Palm Beach

Before me, a notary public for the above-described state, came REBA DANCA, as President of RDP MANAGEMENT, INC., a Florida corporation and general partner of RDP PARTNERS, LTD., and on behalf of RDP MANAGEMENT, INC. and being duly sworn, states that:

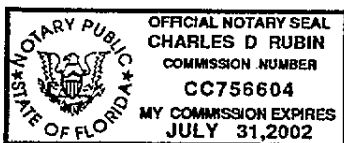
1. As of the date hereof, the contributions of limited partners of RDP PARTNERS, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of RDP PARTNERS, LTD. to the capital of that limited partnership are \$20,000,000.

RDP MANAGEMENT, INC., a
Florida corporation, as sole General
Partner

By: Reba Danca

REBA DANCA, Pres.

Sworn to and subscribed before me, this 28 day of Nov., 2000, by REBA DANCA who is personally known to me or produced as identification.



Charles M. 1.
Notary Public
State of Florida at large

My commission expires: