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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amal Singh

FLORIDA LIMITED PARTNERSHIP

RECOVERY CAPITAL COMMUNITY INVESTORS, LTD.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$87.50 |

H02-1706991

AFFIDAVIT, CERTIFICATE
AND AGREEMENT OF
LIMITED PARTNERSHIP
OF
RECOVERY CAPITAL COMMUNITY INVESTORS, LTD.

I, Scott J. Saunders, as President of Recovery Capital Community Investors Advisors Corp., the undersigned General Partner of RECOVERY CAPITAL COMMUNITY INVESTORS, LTD., do hereby enter into this Certificate of Limited Partnership, under and pursuant to Chapter 620 of the Florida Statutes, and being duly sworn, do hereby certify, state and declare as follows:

ARTICLE I

The name of the limited partnership, which is hereafter referred to as the "Limited Partnership," shall be RECOVERY CAPITAL COMMUNITY INVESTORS, LTD.

ARTICLE II

The Limited Partnership's primary mission is to provide investment capital for low-income communities, as defined in Section 45D(e)(1) of the Internal Revenue Code, located throughout the United States of America. More than 60 percent of the Limited Partnership's activities will be directed to investing equity or providing loans to businesses that are located within such low-income communities, and to investing in or providing loans to support commercial properties that are located in such low-income communities.

ARTICLE III

The principal place of business and the mailing address of the Limited Partnership in Florida shall be 3370 Northeast 190th Street, Apartment 2612, Aventura, Florida 33180.

ARTICLE IV

The street address of the initial registered agent of the Limited Partnership is Scott J. Saunders, and the initial registered agent of the Limited Partnership at that address is 3370 Northeast 190th Street, Apartment 2612, Aventura, Florida 33180.

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ARTICLE V

The name and address of the General Partner of the Limited Partnership is as follows:

| <u>Name</u> | <u>Address</u> |
|--|---|
| Recovery Capital Community Investors Advisors Corp. 102-80033 | 3370 Northeast 190 th Street, Apartment 2612 Aventura, Florida 33180 |

ARTICLE VI

The Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Florida Department of State. The existence of the Limited Partnership is perpetual.

Under penalties of perjury, undersigned declares that he has read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 23rd day of July, 2002.

GENERAL PARTNER

RECOVERY CAPITAL COMMUNITY
INVESTORS ADVISORS CORP.

By: 

Scott J. Saunders, President

H02-1706991

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT
OF
RECOVERY CAPITAL COMMUNITY INVESTORS, LTD.

I, hereby accept the appointment as registered agent contained in the foregoing Certificate of Limited Partnership and state that I am familiar with and accept the obligations of Section 620.105 of the Revised Uniform Limited Partnership Act.



Scott J. Saunders

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR
RECOVERY CAPITAL COMMUNITY INVESTORS, LTD.**

BEFORE ME, the undersigned, personally appeared Scott Saunders, President of RECOVERY CAPITAL COMMUNITY INVESTORS ADVISORS CORP., the General Partner of RECOVERY CAPITAL COMMUNITY INVESTORS, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being duly sworn, do certify as follows:

The total amount contributed and anticipated to be contributed by the limited partners is \$7,500.00.

FURTHER AFFLIANT SAYETH NAUGHT.

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

Dated this 23rd day of July, 2002.

GENERAL PARTNER

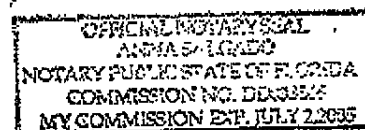
RECOVERY CAPITAL COMMUNITY
INVESTORS ADVISORS CORP.

By: *Scott Saunders*
Scott J. Saunders, President

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of July, 2002 by Scott Saunders, President of RECOVERY CAPITAL COMMUNITY INVESTORS ADVISORS CORP., the General Partner of RECOVERY CAPITAL COMMUNITY INVESTORS, LTD., on behalf of the trust, who is known to me.

Michael S. [Signature]
Signature of Notary Public
(SEAL)



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