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GUNSTER YOKLEY

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-GUNSTER YOKLEY

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Division of Corporations

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FLORIDA LIMITED PARTNERSHIP

RAK Delray Ventures Limited Partnership

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 16, 2004

RAK DELRAY VENTURES LIMITED PARTNERSHIP
400 MADISON AVENUE, SUITE 2B
NEW YORK, NY 10017

SUBJECT: RAK DELRAY VENTURES LIMITED PARTNERSHIP
REF: W04000045994

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CERTIFICATE OF LIMITED PARTNERSHIP

1. RAK Delray Ventures Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 400 Madison Avenue, Suite 2B, New York, NY 10017
(Business address of Limited Partnership)
3. Valdes-Fauli Corporate Services, Inc.
(Name of Registered Agent for Service of Process)
4. 777 S. Flagler Drive, Suite 500 East, West Palm Beach, FL 33401
(Florida street address for Registered Agent)
5. *[Signature]*
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 400 Madison Avenue, Suite 2B, New York, NY 10017
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2054

8. Name(s) of general partner(s):

Street address:

RAK Delray Corp.

400 Madison Ave., Suite 2B

P04000168325

New York, NY 10017

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 10th day of December, 2004.

Signature of all general partners:
RAK Delray Corp.

By:

[Signature]
General Partner
Randy A. Kohana, President

General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of RAK Delray Ventures
Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 10,612.00

Signed this 10th day of December, 2004

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.

By: Randy Kohana
General Partner
Randy A. Kohana, President

General Partner

General Partner

General Partner

General Partner

General Partner