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-GUNSTER YOAKLEY -

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FLORIDA LIMITED PARTNERSHIP

RAK Delray Limited Partnership

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2004

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

SUBJECT: RAK DELRAY LIMITED PARTNERSHIP
REF: W04000045995

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DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

1. RAK Delray 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. BY: [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 Ventures Limited	400 Madison Ave., Suite 2B
Partnership	New York, NY 10017
A04000002000	

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:

By: RAK Delray Ventures Limited Partnership
General Partner
Randy A. Kohana, President of RAK Delray Corp., its GP

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 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 $ 1,050,588.00.

Signed this _____ 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.

RAK Delray Ventures Limited Partnership

By: _____
General Partner

Randy A. Kohana, President of RAK Delray Corp, its GP

_____ General Partner	_____ General Partner
_____ General Partner	_____ General Partner
_____ General Partner	_____ General Partner