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December 23, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

600003080326--0  
-12/27/99--01074--014  
\*\*\*1835.00 \*\*\*1785.00

Re: **Certificate of Limited Partnership for RGA PROPERTIES, LTD.  
Fictitious Name Registration for CUERVO IRREVOCABLE TRUST**

**MJH**

Dear Sir or Madam:

Enclosed are an original and one copy of the Certificate of Limited Partnership of for RGA PROPERTIES, LTD., a Florida Limited Partnership. Please file the original Certificate, date stamp the copy, and return the copy to our office. **Please note that the Limited Partnership has an effective date of January 1, 2000.**

Also enclosed, because the General Partner of the limited partnership is an irrevocable trust, please find a Fictitious Name Application registering the name of the Trust.

Enclosed is a check in the amount of \$1,835.00 to cover the cost of the following expenses:

Filing Fee	\$1,750.00
Registered Agent Fee	35.00
Fictitious Name Fee	<u>50.00</u>
<b>Total</b>	<b><u>\$1,835.00</u></b>

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Thank you for your assistance. If you have any questions or comments regarding these filings, please do not hesitate to contact us.

Very truly yours,

Stephen C. Sullivan

SCS:cn  
Enclosures

Check: \$1,835  
cc: Ms. Rita G. Cuervo (w/o encls.)

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 DEC 27 PM 4: 20

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**RGA PROPERTIES, LTD.,  
a Florida Limited Partnership**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is RGA PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

3939 Venetian Way  
Tampa, Florida 33634

(b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire  
Hines Norman & Associates, P.L.  
315 South Hyde Park Avenue  
Tampa, Florida 33606

(c) The names and business address of the general partner of the Partnership is:

699364900177  
Cuervo Irrevocable Trust  
c/o Rita G. Cuervo, Trustee  
3939 Venetian Way  
Tampa, Florida 33634

(d) The mailing address for the Partnership is:

P.O. Box 320027  
Tampa, Florida 33679

(e) The date upon which the Partnership shall become effective is:

**January 1, 2000**

99 DEC 27 PM 4: 20  
STATE OF FLORIDA  
DIVISION OF REEL RECORDS

(f) The latest date upon which the Partnership shall dissolve is:

December 31, 2040

(g) The Partnership is authorized to issue 10,000 partnership units and will initially issue 5,000 partnership units.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned trustee of the general partner of the Partnership, this 21<sup>st</sup> day of December, 1999.

**CUERVO IRREVOCABLE TRUST**

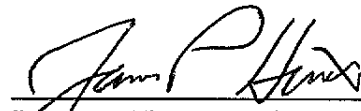
Colette Nadeau  
Witness

Rita G. Cuervo  
Rita G. Cuervo, Trustee

Ronny S. Allen  
Witness

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having being named as registered agent for RGA PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.

  
\_\_\_\_\_  
James P. Hines, Esquire  
Registered Agent

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

The undersigned general partner of RGA PROPERTIES, LTD. ("the Partnership"), a Florida limited partnership, hereby certify as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$ 0.00

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$2,500,000

Under the penalties of perjury, I, Rita G. Cuervo, Trustee of the general partner of the Partnership, hereby declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**IN WITNESS WHEREOF**, this Affidavit of Capital Contributions has been executed by the undersigned general partner, this 21<sup>st</sup> day of December, 1999.

**CUERVO IRREVOCABLE TRUST**

Celette Nadeau  
Witness

Bonny S. Allen  
Witness

Rita G. Cuervo  
Rita G. Cuervo, Trustee