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STEVEN E. EISENBERG
ATTORNEY AT LAW

Reply to Ft. Lauderdale

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April 20, 2000

Secretary of State
Corporate Records Bureau
Department of State
Post Office Box 6327
Tallahassee, FL 32301

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-04/24/00--01116--003
***1785.00 ***1785.00

Re: Ruchocki Enterprises, Ltd.

Dear Sir/Madam:

Enclosed are the following documents with regarding to the filing of the above-referenced Limited Partnership:

1. Affidavit of Capital Contributions, along with one (1) thereof;
2. Certificate of Limited Partnership of Ruchocki Enterprises, Ltd., a Florida Limited Partnership, along with one (1) thereof;
3. Acceptance of Appointment as Registered Agent, along with one (1) thereof;
4. A check in the amount of \$1,785.00 representing the cost for same.

Please file the above paperwork and return stamped "clocked" in copies back to my office at your earliest convenience.

If you have any questions, please contact my office.

Very Truly Yours,
Steven E. Eisenberg, P.A.



STEVEN E. EISENBERG
ATTORNEY AT LAW
SEE/ckd
Enclosures

MJH
00 APR 24 PM 2:43
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP OF
RUCHOCKI ENTERPRISES, LTD.,
a Florida Limited Partnership**

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Law hereby states the following:

1. The name of the Partnership is **RUCHOCKI ENTERPRISES, LTD..**
2. The address of the office of the Partnership is: **9801 Collins Avenue, Suite 19W, Bal Harbor, Florida 33154.**
3. The name and address of the agent for service of process on the Partnership is **Barret Blecker CPA, 666 71st STREET, MIAMI BEACH, FL 33141.**
4. The name and business address of the sole General Partner is as follows: **RUCHOCKI MANAGEMENT, INC., 9801 Collins Avenue, Suite 19W, Bal Harbor, Florida 33154.** P00000019636
5. The mailing address of the Partnership is *c/o* **ROSE D. RUCHOCKI, 9801 Collins Avenue, Suite 19W, Bal Harbor, Florida 33154.**
6. The latest date upon which the Partnership shall dissolve is **December 31, 2050.**

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 sole General Partner of **RUCHOCKI ENTERPRISES, LTD.** this 11 day of April, 2000.

Witnesses:

Eily y. Smith

Eily y. Smith
Printed name of witness

Glenda Soriano

Glenda Soriano
Printed name of witness

GENERAL PARTNER:

**RUCHOCKI MANAGEMENT, INC.,
a Florida corporation**

BY: Rose D. Ruchocki
ROSE D. RUCHOCKI, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR 24 PM 2:44

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **RUCHOCKI ENTERPRISES, LTD.**, a Florida Limited Partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



Barret Blecker

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF Miami Dade)

BEFORE ME, the undersigned personally appeared ROSE D. RUCHOCKI, President of RUCHOCKI MANAGEMENT, INC., a Florida Corporation, the General Partner of RUCHOCKI ENTERPRISES, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

1. The aggregate amount of capital contributions to the Partnership to be made by the Limited Partners is Five Million (\$5,000,000) Dollars.
2. There are no additional capital contributions anticipated to be made by the Limited Partners.

FURTHER AFFIANT SAYETH NAUGHT.

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

GENERAL PARTNER:

RUCHOCKI MANAGEMENT, INC.,
a Florida corporation

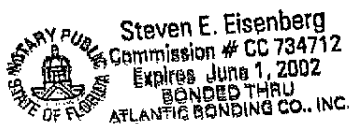
BY: Rose D. Ruchocki
ROSE D. RUCHOCKI, as President

Date: 4-18-2000

STATE OF FLORIDA)
)
COUNTY OF Miami Dade)

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared ROSE D. RUCHOCKI who is personally known to me or who has produced _____ as identification, who did not take an oath, and who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of RUCHOCKI MANAGEMENT, INC., a Florida corporation, the sole General Partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of April, 2000.



Steven E. Eisenberg
Signature of Notary Public, State of Florida
Steven Eisenberg
Printed Name of Notary Public