

LAW OFFICES OF
BRUCE J. GOLDMAN

City National Bank Building
Suite 404
2701 Le Jeune Road
Coral Gables, Florida 33134
Tel. (305) 446-6460
Fax (305) 446-7502

A0000000001082
June 28, 2000
VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

800003309269--4
-06/28/00-01081-009
***1837.50 ***1837.50

Re: Ross Jaffe Matz Partners, Ltd.

Dear Sirs:

Enclosed are the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for a Florida Limited Partnership pertaining to Ross Jaffe Matz Partners, Ltd. Enclosed, as well, is a \$1,837.50 check for the following:

Registered Agent Designation.....	\$ 35.00
Filing Fee.....	\$1,750.00
Certified Copy.....	\$ 52.50
	\$1,837.50

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you very much for your assistance in this matter.

Sincerely yours,

Bruce J. Goldman

BJG:tk
Enclosures
cc: Mr. Gary Kaminsky (with enclosures)
Mr. Barry Ross (with enclosures)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

1. ROSS JAFFE MATZ PARTNERS, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 10021 Pines Boulevard, Suite 101, Pembroke Pines, Florida 33024
(Business address of Limited Partnership)
3. Bruce J. Goldman
(Name of Registered Agent for Service of Process)
4. 2701 Le Jeune Road, Suite 404, Coral Gables, Florida 33134
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 10021 Pines Boulevard, Suite 101, Pembroke Pines, Florida 33024
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is April 15, 2050.

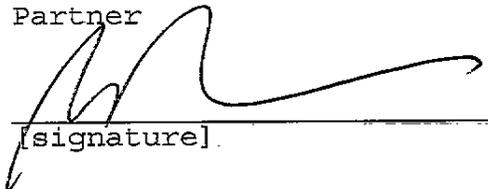
8. Names of general partners:	Street Addresses
ROSS MATZ RJM I, INC. <i>p-57470</i>	10021 Pines Boulevard, Suite 101 Pembroke Pines, FL 33024
JAFFE ENTERPRISES, I, INC. <i>p-45894</i>	10081 Pines Boulevard, Suite A Pembroke Pines, FL 33024

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TALLAHASSEE, FLORIDA
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Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

ROSS MATZ RJM I, INC., General Partner

By:


[signature]

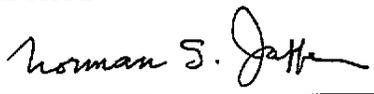
Barry Ross
[print or type name]

Its: President

Dated: 6/27/00

JAFFE ENTERPRISES I, INC., General Partner

By:


[signature]

Norman S. Jaffe
[print or type name]

Its: President

Dated: 6/27/00

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TALLAHASSEE, FLORIDA

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

The undersigned constituting all of the general partners of
ROSS JAFFE MATZ PARTNERS, LTD., a Florida limited partnership,
certify:

The amount of capital contributions to date of the limited
partners is \$2,925,000.00.

The total amount contributed and anticipated to be contributed
by the limited partners at this time totals \$4,875,000.00.

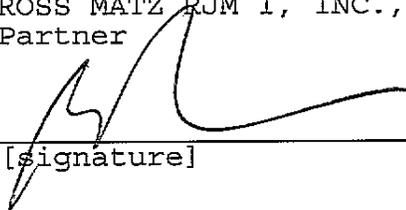
Signed this 27 day of June 2000.

FURTHER AFFIANTS SAY NAUGHT.

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

ROSS MATZ RJM I, INC., General
Partner

By:


[signature]

Barry Ross

[print or type name]

Its: President

JAFFE ENTERPRISES I, INC., General
Partner

By:


[signature]

Norman S. Jaffe

[print or type name]

Its: President

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