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812463/1,837.50-c September 12, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

		RS Fan	ily I	imited Partnership	<u> </u>		
Filing Evidence □ Plain/Confirmation Copy						Type of Do	
□ Certified Copy					□ Certificate of Good Standing		
						Articles Onl	2: 31 Figure 1
	Retrieval Red Photocopy Certified Copy		·	()		Articles & A	Documents to Include Amendments of Fictitious Name
	NEW FILINGS	. .		AMENDMENTS		<u>81</u>	700033901689 -09/12/0001036009
Х	Profit Non Profit			Amendment Resignation of RA		D)/	***1837.50 ***1837.50
	Limited Liability			Change of Registere			Malin
	Domestication			Dissolution/Withdra	awa1	<u></u>	
	Other			Merger	"		
	OTHER FILINGS			REGISTRATION/QU	ALIF.	ICATION] SEP
	Annual Reports	-		Foreign			2 7
	Fictitious Name		x	Limited Partnership			
	Name Reservation			Reinstatement			
	Reinstatement			Trademark			FET ∼

Other

Certificate of Limited Partnership of RS Family Limited Partnership A Florida Limited Partnership

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- 1. The name of the Partnership is the RS FAMILY LIMITED PARTNERSHIP.
- 2. The address of the office of the Partnership is: P.O. Box 9312, Miami, Florida 33014.
- 3. The address of the agent for service of process of the Partnership is: c/o Nelson & Associates, P.A., 19495 Biscayne Blvd., Suite 609, Aventura, Florida 33180 and the name of the initial registered agent is BARRY A. NELSON, ESQ.
- 4. The name and business address of the General Partner is: SCHAEFER FAMILY HOLDINGS, INC., P.O. Box 9312, Miami, Florida 33014.
- 5. The mailing address of the Partnership is the RS FAMILY LIMITED PARTNERSHIP, P.O. Box 9312, Miami, Florida 33014.
- 6. The latest date upon which the Partnership shall dissolve is no later than December 31, 2050, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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

RS FAMILY LIMITED PARTNERSHIP

Name: ROWLAND SCHAEFER

as President of SCHAEFER FAMILY HOLDINGS,

INC., General Partner

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE)



BEFORE ME, the undersigned an Officer of the general partner of the RS FAMILY LIMITED PARTNERSHIP, a Florida Limited Partnership, certifies as follows:

The amount contributed and anticipated to be contributed by the limited partners at this time totals Fifty Million Dollars (\$50,000,000).

This 10th day of September,

FURTHER AFFIANT SAYETH NOT.

Under the 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.

RS FAMILY LIMITED PARTNERSHIP

Name: ROWLAND SCHAEFE

as President of SCHAEFER FAMILY HOLDINGS,

INC., General Partner

H.\CLIENTS\SCHAEFER\DOCUMENT\FLP Cert 2000-9-8,doc

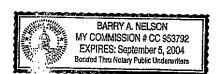
STATE OF FLORIDA
) ss.:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROWLAND SCHAEFER, personally known to me or who has produced // // (type of identification) and has acknowledged before me that said person executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath.

WITNESS my hand and official seal at said County and State, this /o day of NOTARY PUBLIC, State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the RS FAMILY LIMITED PARTNERSHIP, 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.

By:

BARRY A. NELSON, ESQ.

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