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October 3, 2000

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

RS Family Limited Partnership No. 2

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Certificate of Limited Partnership of RS Family Limited Partnership No. 2 A Florida Limited Partnership

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## Certificate of Limited Partnership of RS Family Limited Partnership No. 2 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 NO. 2.
- 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 400 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 FAMELY HOLDINGS, INC., P.O. Box 9312, Miami, Florida 33014.
- 5. The mailing address of the Partnership is the RS FAMILY LIMITED PARTNERS TRANS.
- 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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by ROWLAND SCHAEFER an Officer of SCHAEFER FAMILY HOLDINGS, INC. the General Partner of RS FAMILY LIMITED PARTNERSHIP NO. 2 this 29 day of 2000.

RS FAMILY LIMITED PARTNERSHIP NO. 2

Name: ROWLAND SCHAEFER

as President of SCHAEFER FAMILY HOLDINGS,

INC., General Partner

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA	)
COUNTY OF MIAMI-DAI	) DE)

BEFORE ME, the undersigned an Officer of the general partner of the RS FAMILY LIMITED PARTNERSHIP NO. 2, 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 (\$50,000,000.00) Dollars.

This 29 day of Sylenke, 2000.

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 NO. 2

Name: ROWLAND SCHAEFER

as President of SCHAEFER FAMILY HOLDINGS,

INC., General Partner

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STATE OF FLORIDA )ss.: COUNTY OF MIAMI-DADE) I HEREBY CERTIFY that on this day before me, an officer duly qualified to acknowledgments, personally appeared ROWLAND SCHAEFER, personally known to the or who has produced PA \_ (type of identification) and has acknowledged before methat 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 25th day of NOTARY PUBLIC, State of Florida My Commission Expires: BARRY A. NELSON MY COMMISSION # CC 953792 EXPIRES: September 5, 2004 Bonded Thru Notary Public Underwriters

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the RS FAMILY LIMITED PARTNERSERP NO. 2, 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 the registered agent.

BARRY A. NELSON, ESQ.

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SECRETARY OF STATE