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ACCOUNT NO. : 072100000032

REFERENCE : 155308 126812A

AUTHORIZATION :

Patricia Pijuta

COST LIMIT : \$ 1,837.50

FILED
01 MAY 18 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 18, 2001

ORDER TIME : 10:37 AM

ORDER NO. : 155308-005

CUSTOMER NO: 126812A

Jeffrey P. Orlan, Esq
Jeffrey P. Orlan, P.a.

Suite 301
17 Squadron Boulevard
New City, NY 10956

700004271087--4

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 18 AM 11:09
TO AGENCY/REG
SUFFICIENCY OFFICE

DOMESTIC FILING

NAME: RM CAVES LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

BK

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
RM CAVES LTD.
a Florida Limited Partnership

01 MAY 18 PM 1:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **RM CAVES LTD.**
2. The address of the office of the Partnership and the mailing address of the Partnership is c/o Ross Realty Investments, Inc., 3325 S. University Drive, Suite 210, Davie, FL 33328.
3. The name and address of the agent for service of process on the partnership is **BARRY ROSS**, c/o Ross Realty Investments, Inc., 3325 S. University Drive, Suite 210, Davie, FL 33328.
4. The name and business address of the General Partner is:
ROSS MATZ INVESTMENTS, INC.
3325 S. University Drive, Suite 210
Davie, FL 33328
5. The latest date upon which the Partnership shall dissolve is December 31, 2051.

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 being all of the General Partners of **RM CAVES LTD.** this May 16, 2001.

By: Ross Matz Investments, Inc.
its general partner

By: [Signature]
Barry Ross, President

Having been named as registered agent for **RM CAVES 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:

[Signature]
BARRY ROSS

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

FILED
01 MAY 18 11:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned, personally appeared Barry Ross as President of Ross Matz Investments, Inc., which is the general partner of RM Caves Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certify as follows:

The amount of capital contributions to the Partnership made by all of the Limited Partners is as follows:

\$300,000.00


The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

\$-0-

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.

WITNESS:

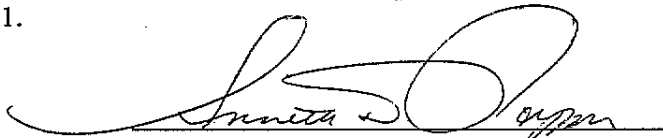
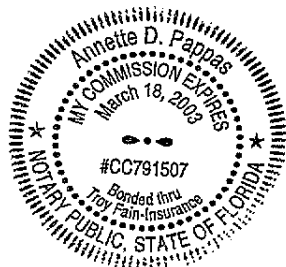


RM CAVES LTD.,
BY: ROSS MATZ INVESTMENTS, INC.

By: _____

Barry Ross, President

The foregoing Affidavit was subscribed and acknowledged before me by Barry Ross, as President of Ross Matz Investments, Inc., general partner of RM Caves Ltd., who is personally known to me and who did take an oath, on May 16, 2001.



Notary Public, State of Florida
My Commission Expires: