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FILED
01 JUL -5 PM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

- (1) RWD Management, Inc.
- (2) RWD Investments & Assets Limited Partnership
- (3) RWD Operating Limited Partnership

100004460051--7
-07/05/01--01058--022
*****87.50 *****87.50

- | | | |
|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/5/01

7

Order#: 4614059

Ref#: _____

Amount: \$ _____

DIVISION OF CORPORATION

01 JUL -5 AM 11:14

RECEIVED

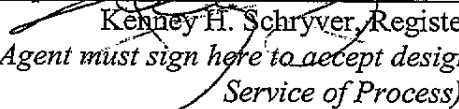
660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RWD INVESTMENTS & ASSETS LIMITED PARTNERSHIP**

01 JUL -5 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this partnership shall be: **RWD INVESTMENTS & ASSETS LIMITED PARTNERSHIP.**

2. The name of this Partnership's initial registered agent in the State of Florida is: Kenney H. Schryver, 686 15th Avenue, Naples, Florida 34102.



Kenney H. Schryver, Registered Agent
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

3. The name and mailing address of the general partner is: RWD MANAGEMENT, INC., 686 15th Avenue, Naples, Florida 34102.

101000064155

4. The business and mailing address of the limited partnership is: 686 15th Avenue, Naples, Florida 34102.

5. The latest date for Partnership dissolution is: December 31, 2099.

6. The effective date of this Certificate of Limited Partnership is the date it is filed with the Secretary of State of the State of Florida.

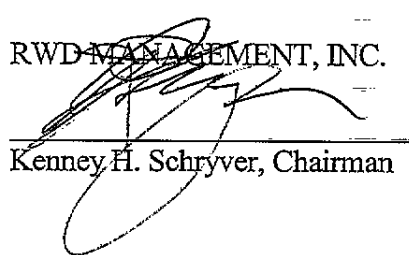
In affirmation thereof, the facts stated above are true.

This June day of 26, 2001.

GENERAL PARTNER:

RWD MANAGEMENT, INC.

By:



Kenney H. Schryver, Chairman

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, the undersigned constituting all of the general partners of RWD INVESTMENTS & ASSETS LIMITED PARTNERSHIP, a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$499.50.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$499.50.

This June day of 26, 2001.

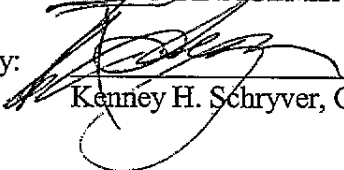
Further affiant sayeth not.

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.

GENERAL PARTNER:

RWD MANAGEMENT, INC.

By:


Kenney H. Schryver, Chairman

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TALLAHASSEE, FLORIDA