

AD1000001351

ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE
SUITE 1600
MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
www.adorno.com

October 2, 2001

MM

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/04/01--01026--004
***1837.50 ***1837.50

Re: **ROSENBAUM PROPERTIES, LTD.**

Dear Sir/Madam:

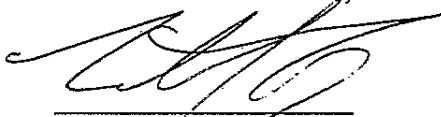
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Enclosed please find an originally executed copy and one photocopy of the Certificate of Limited Partnership for the above-captioned entity along with a check in the amount of \$1837.50 made payable to the Florida Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned at (305) 860-7071 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.



Michael C. Gerson

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROSENBAUM PROPERTIES, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the limited partnership is:

Rosenbaum Properties, Ltd. (the "Partnership")

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

Marshall Jacobowitz
1841 N. Galdes Drive
N. Miami Beach, Florida 33162

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

PO1000097401
Rosenbaum Properties, Inc.
1841 N. Galdes Drive
N. Miami Beach, Florida 33162

4. ADDRESS.

The principal business and mailing address for the Partnership is as follows:

Rosenbaum Properties, Ltd.
1841 N. Galdes Drive
N. Miami Beach, Florida 33162

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2045.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed in Miami, Florida, this ____ day of 9/25, 2001

ROSENBAUM PROPERTIES, INC.
General Partner

By: 
Philip Rosenbaum, President

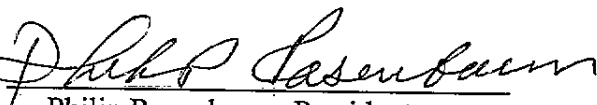
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of Rosenbaum Properties, Ltd., being duly sworn, deposes and says:

The assets contributed to the Partnership by the Limited Partners has an agreed upon fair market value of \$10,000, with anticipated further capital contributions in this year in excess of over \$1,000,000, and, except for such contribution, no further capital contributions being anticipated.

Rosenbaum Properties, Inc.
General Partner

By: _____


Philip Rosenbaum, President

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for Rosenbaum Properties, Ltd., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 25 day of September, 2001.


Marshall Jacobowitz