

**A01000001395**

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OF COUNSEL:  
KAHN & WAXMAN, P.A.

**REPLY TO: BOCA RATON**

September 20, 2001

E-MAIL: CRUBIN@FLORIDATAX.COM  
-or- WWW.FLORIDATAX.COM

Florida Dept. Of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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09/26/01--01068--010  
\*\*\*1837.50 \*\*\*1837.50

**Re: ROSENTHAL FAMILY INVESTMENT COMPANY, LTD.**  
**Our File No. 6275.006**

Gentlemen:

*W01-23072*  
*A01-1395*

Enclosed for filing please find the following items:

- a. Certificate of Limited Partnership for the referenced Florida limited partnership;
- b. Registered Agent Acceptance;
- c. Affidavit regarding capital contributions;
- d. A check payable to Florida Department of State for \$1,837.50, for payment of \$1,750 filing fees, \$52.50 certified copy fee, and \$35 Registered Agent Designation fee.

Please process the Certificate and related documentation and forward the certified copy of the Certificate to my office using the enclosed return envelope.

If you have any questions or problems, please do not hesitate to contact me.

Sincerely yours,

*Charles D. Rubin*  
**Charles D. Rubin**

CDR/wp  
Enc.

cc: Robert Rosenthal (w/ enc.)  
Donald Tescher (w/o enc.)

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DIVISION OF CORPORATIONS  
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*10/16*

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 5, 2001

CHARLES D. RUBIN  
TESCHER CHAVES RUBIN & FORMAN, P.A.  
2101 CORPORATE BOULEVARD, SUITE 107  
BOCA RATON, FL 33431-7343

SUBJECT: ROSENTHAL FAMILY INVESTMENT COMPANY, LTD.  
Ref. Number: W01000023072

We have received your document for ROSENTHAL FAMILY INVESTMENT COMPANY, LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 801A00055793

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DIVISION OF CORPORATIONS  
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*Revised formation documents  
attached. Please process. Thank you*

*Charles Rubin  
561-998-7847*

**CERTIFICATE OF LIMITED PARTNERSHIP**

OF

**ROSENTHAL FAMILY INVESTMENTS, LTD.**

Pursuant to Florida Statutes Section 620.108, the described limited partnership presents this Certificate for filing with the Florida Department of State.

**SECTION 1  
NAME**

The name of the limited partnership is ROSENTHAL FAMILY INVESTMENTS, LTD.

**SECTION 2  
EXISTENCE**

The existence of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State.

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**SECTION 3  
OFFICE ADDRESS**

The address of the office of the limited partnership is 6400 S.W. 44th Street, Miami, Florida 33155.

698373

**SECTION 4  
AGENT FOR SERVICE OF PROCESS**

The agent for service of process for the limited partnership is M & W AGENTS, INC. at 2101 Corporate Blvd., Suite 107, Boca Raton, Florida 33431.

**SECTION 5  
GENERAL PARTNER**

The name and business address of the sole general partner of the limited partnership is:

**TESCHER CHAVES RUBIN & FORMAN, P.A.**

L01-13739

ROSENTHAL MANAGEMENT LLC  
6400 S.W. 44th Street, Miami, Florida 33155.

**SECTION 6  
MAILING ADDRESS**

The mailing address for the limited partnership is 6400 S.W. 44th Street, Miami, Florida 33155.

**SECTION 7  
DATE OF DISSOLUTION**

The latest date upon which the limited partnership is to dissolve is December 31, 2051.

Executed this 23 day of AUGUST, 2001.

ROSENTHAL MANAGEMENT LLC, a  
Florida limited liability company, as sole  
General Partner

By: *Robert Rosenthal, Member*  
ROBERT ROSENTHAL, Member

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**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for ROSENTHAL FAMILY INVESTMENTS, LTD., at the place designated in the Certificate of Limited Partnership, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and the undersigned accepts the duties and obligations of Section 620.105 of the Florida Statutes.

Dated: Oct 11, 2001

M & W AGENTS, INC., a Florida corporation

By: Charles M.  
CHARLES RUBIN, Authorized Officer

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**AFFIDAVIT**

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

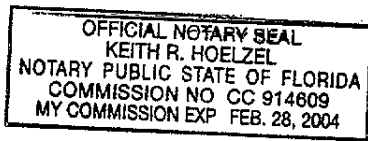
Before me, a notary public for the above-described state, came ROBERT ROSENTHAL, as President of ROSENTHAL MANAGEMENT LLC, a Florida limited liability company and general partner of ROSENTHAL FAMILY INVESTMENTS, LTD., and on behalf of ROSENTHAL MANAGEMENT LLC and being duly sworn, states that:

1. As of the date hereof, the contributions of limited partners of ROSENTHAL FAMILY INVESTMENTS, LTD. to the capital of that limited partnership are \$0.
2. The anticipated contributions of limited partners of ROSENTHAL FAMILY INVESTMENTS, LTD. to the capital of that limited partnership are \$20,000,000.

ROSENTHAL MANAGEMENT LLC, a Florida limited liability company, as sole General Partner

By: *Robert Rosenthal*  
ROBERT ROSENTHAL, President

Sworn to and subscribed before me, this 25 day of AUGUST, 2001, by ROBERT ROSENTHAL who is personally known to me or produced DRIVER LICENSE as identification.



*Keith R. Hoelzel*

Notary Public  
State of Florida at large

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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My commission expires: 2/28/04