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November 28, 2001

Florida Department of State,
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: RGDDG Investment Group of Florida, Ltd.
RGDDG Investment Group, LLC

Dear Sir/Madam:

A01-1589

Enclosed for filing, please find originals and one (1) copy of the following documents:

1. Articles of Organization of RGDDG Investment Group, LLC.
2. Certificate of Limited Partnership of RGDDG Investment Group of Florida, Ltd.

Our firm's check in the amount of \$1,918.75 is enclosed representing the filing fees for said documents. Please return a filed copy of the enclosed organizational documents to the undersigned at your earliest convenience. Please note that RGDDG Investment Group, LLC is the general partner of RGDDG Investment Group of Florida, Ltd. Accordingly, please ensure that the Articles of Organization for RGDDG Investment Group, LLC are filed first. Thank you.

Sincerely,

Helen Brock Ford
Helen Brock Ford
Paralegal

/hbf
Enclosures

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-12/04/01--01053--002
***1918.75 ***1793.75

FF \$1785.00
Ous 8.75

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RGDDG INVESTMENT GROUP OF FLORIDA, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the general partner of RGDDG INVESTMENT GROUP OF FLORIDA, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be RGDDG INVESTMENT GROUP OF FLORIDA, LTD.

2. The address of the office where records shall be kept shall be 13557 Magnolia Park Court, Windermere, Florida 34786. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and address of the general partner is:

RGDDG Investment Group, LLC
13557 Magnolia Park Court
Windermere, Florida 34786

L01-20970

4. The mailing address of the limited partnership is 13557 Magnolia Park Court, Windermere, Florida 34786.

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2051.

This Agreement has been executed by the undersigned this 28th day of November, 2001.

GENERAL PARTNER:

RGDDG Investment Group, LLC, a Florida limited liability company

By:

Robert S. Pacos
Robert S. Pacos, Manager

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as Registered Agent for RGDDG INVESTMENT GROUP OF FLORIDA, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that the undersigned is familiar with the undersigned's statutory obligations as such.

B&C Corporate Services of Central Florida, Inc.

By: 

Anthony W. Palma, Vice President

Dated this 28th day of November, 2001.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

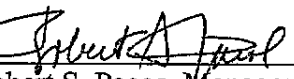
The undersigned being the general partner of RGDDG INVESTMENT GROUP OF FLORIDA, LTD., and being duly sworn does hereby set forth the following for the purposes of accompanying the filing of the Certificate of Limited Partnership of RGDDG INVESTMENT GROUP OF FLORIDA, LTD. with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is cash in the approximate amount of \$300,000.00 and no further capital contributions from the limited partners are reasonably anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:


RGDDG Investment Group, LLC, a Florida
limited liability company

By: 
Robert S. Pacos, Manager

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28th day of November, 2001, by Robert S. Pacos, Manager of RGDDG Investment Group, LLC, General Partner of RGDDG Investment Group of Florida, Ltd., and who is personally known to me.


Notary Public
My Commission Expires:
Type, print or stamp name of notary

HELEN BROCK FORD
MY COMMISSION # CC 71067
EXPIRES: April 12, 2002
Bonded Thru Notary Public Underwriters

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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