200000042

ACCOUNT NO. :

072100000032

REFERENCE :

491312

AUTHORIZATION:

COST LIMIT :

ORDER DATE: March 25, 2002

ORDER TIME :

8:52 AM

ORDER NO. : 491312-005

CUSTOMER NO: 11758A

CUSTOMER:

Jeffrey S. Wachs, Esq

Doumar Allsworth Curtis Cross Laystrom Voigt Wachs & Maciver 1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

THE RICH REAL ESTATE LIMITED

PARTNERSHIP #2

2028 UW 1770 E

EFFECTIVE DATE:

400005152714--

XX CERTIFICATE OF LIMITED PARTHER

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:



CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE RICH REAL ESTATE LIMITED PARTNERSHIP #2

THE UNDERSIGNED, constituting the General Partner of THE ESCH

REAL ESTATE LIMITED PARTNERSHIP #2, a Florida Limited partnership,

hereby files its Certificate of Limited Partnership in accordance

with Chapter 620, Florida Statutes, as follows:

- 1. Name of the Partnership: THE RICH REAL ESTATE LIMITED PARTNERSHIP #2
- 2. The address of the office of the Partnership is.

7880 Talavera Place Delray Beach, FL 33446

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ. 1177 S.E. 3rd Avenue Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

Donald S. Rich 7880 Talavera Place Delray Beach, FL 33446

5. Mailing address of the Partnership is.

THE RICH REAL ESTATE LIMITED PARTNERSHIP #2 c/o Donald S. Rich General Partner 7880 Talavera Place Delray Beach, FL 33446 6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157 of the Florida Statute, however, no later than December 31, 2052.

The execution of this Certificate by the undersigned General Partners constitute an affirmation under penalties of perjury that the facts stated herein are true.

By: DONALD S. RICH

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for THE RICH REAL ESTATE

LIMITED PARTNERSHIP #2, a Florida limited partnership

("Partnership"), in the foregoing Certificate of Limited

Partnership, I, on behalf of the Partnership agree to compay with

any and all statutes relative to the complete and proper

performance of the duties of a registered agent.

REGISTERED AGENT:

WEEKEX S. WACHS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared DONALD S. RICH, the General Partner of THE RICH REAL ESTATE LIMITED PARTNERSHIP #2, a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$5,000.00

- 2. The amount of capital contributions anticipated to be contributed by additional Limited Partners is as follows: To NONE
- 3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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.

DATED this jqH day of maxch, 2002.

DONALD S. RICH

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

SWORN TO AND SUBSCRIBED before me, the undersigned authority, by DONALD S. RICH, who appeared personally before me and took an oath, who is personally known to me or who produced as identification, on this identification, on this

Notary Public, State of Florida Print Name: Lisa D. Belenson

Print Name: plsa p. 2007559078

My Commission Number: CC7559078

My Commission Expires: 8716/02

MAR 25 PM RETAKT OF ST AHASSEE, FLC

Lisa D. Belenson Commission # CC 765902 Expires Aug. 10, 2002 BONDED THRU ATLANTIC BONDING CO., INC.