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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -1 AM 8:43

APPROVED
AND
FILED**FLORIDA LIMITED PARTNERSHIP****RALI INVESTMENTS, LTD**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$140.00

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(5)

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RALI INVESTMENTS, LTD.**

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

1. NAME.

The name of the Limited Partnership is:

RALI INVESTMENTS, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership are:

698373
M & W Agents, Inc.
Boca Corporate Center
2101 Corporate Blvd.
Suite 107
Boca Raton, Florida 33431

3. GENERAL PARTNER.

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

020000047487
RALI HOLDINGS, INC., a Florida corporation
18671 Collins Avenue, Unit 402
Sunny Isles, Florida 33160

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership are as follows:

18671 Collins Avenue, Unit 402
Sunny Isles, Florida 33160

5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December

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02 MAY - 1 AM 8:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

31, 2052.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at DOCA RATION, this 1st day of MAY, 2002.

RALI HOLDINGS, INC., a Florida corporation, General Partner of RALI INVESTMENTS, LTD.

BY:


IGOR L. BARSKY, PRESIDENT

02 MAY - 1 AM 8:44
SECRETARY OF STATE
AND
FILED
TALLAHASSEE, FLORIDA

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for RALI INVESTMENTS, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 1st day of MAY, 2002.

M & W AGENTS, INC.

By: 

Authorized Agent

02 MAY - 1 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

EMPIRE CORP
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AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH) SS

The undersigned General Partner of RALI INVESTMENTS, LTD., a Florida Limited Partnership, being duly sworn, deposes and says:

The total capital contributions of the limited partners of the Limited Partnership through this date is \$100.00 and the total anticipated future capital contributions of the limited partners to the Limited Partnership is \$100.00.

RALI HOLDINGS, INC., a Florida corporation,
General Partner

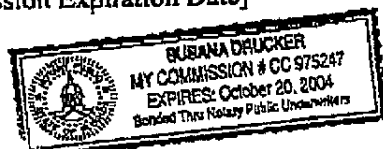
By:

[Signature]
IGOR L. BARSKY, PRESIDENT

The foregoing instrument was acknowledged before me this 1st day of MAY, 2002, by IGOR L. BARSKY.

[Signature]
Signature - Notary Public - State of

[Seal with Commission Expiration Date]



SUSANA DRUCKER
Print, type or stamp name of Notary Public

F:\WPDATA\lsc\Barsky\Partnership\Certificate of Partnership 2001.wpd

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AND
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