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**Ferrell Schultz Carter Zumpano & Fertel**  
A PROFESSIONAL ASSOCIATION

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Aventura, Florida  
Buenos Aires, Argentina

June 26, 2002

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporation  
409 East Gains Street  
Tallahassee, Florida 32399

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-06/27/02--01030--005  
\*\*\*1837.50 \*\*\*1837.50

Re: Formation of RB Max, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation ("Articles"), Certificate of Registered Agent and Registered Office ("Certificate") for RB Max, Inc. and one (1) copy of the Certificate of Limited Partnership ("Certificate") and the Affidavit of Capital Contributions for Florida Limited Partnership ("Affidavit") for RB Max, Inc. along with two (2) checks made payable to the Department of State in the amount of \$78.75 and \$1,837.50 for payment for the following:

|                                                    | <u>Articles of Incorporation</u> | <u>Certificate of Ltd. Partnership</u> |
|----------------------------------------------------|----------------------------------|----------------------------------------|
| Filing fee incl. Registered Agent's fee            | \$ 70.00                         | \$1,785.00                             |
| Certified copy of the Certificate of Incorporation | 8.75                             | 52.50                                  |
| Total                                              | <u>\$ 78.75</u>                  | <u>\$1,837.50</u>                      |

After the Articles, Certificates and Affidavit are filed, please forward the certified copies of the Articles and Certificates to our office in the enclosed addressed stamped return envelope as soon as possible.

Please do not hesitate to contact me should you have any questions or comments.

Sincerely yours,

Ferrell Schultz Carter Zumpano & Fertel, P.A.

Steve Wasserstein

Encls.

A02-894  
QR

Joseph Beeler  
Roger A. Bernstein  
R. Edson Briggs, Jr.  
Allen D. Brusky  
John Bustard  
Beatrice A. Butchko  
Renata Calderaro  
Francis L. Carter  
Bryan R. Cleveland  
Vivian de las Cuevas  
Ignacio G. del Valle  
Michael Feldenkrais  
Milton M. Ferrell, Jr.  
Alan K. Fertel  
Norman A. Fiesher  
Alexis Gonzalez  
Sandra P. Greenblatt  
Gregory C. Harrell  
Suzanne S. Hollander  
Ralph Kénoi  
Jeffrey T. Kocera  
Lee F. Lasris  
David P. Lederman  
H. Eugene Lindsey, III  
Robyn E. Lustgarten  
Raquel M. Matas  
William R. Middelthon, Jr.  
Vicki L. Monroe  
Gary M. Murphree  
Sharon-Jo Nachman  
Sheri E. Nott  
Carlos A. Nuñez-Vivas  
Linda M. Osberg-Braun  
Leon N. Patricios  
William M. Pearson  
Scott L. Podvin  
James L. Rogers  
Jessica Romero  
Karen E. Salas-Morales  
Thomas G. Schultz  
Suhail Seth  
Adam R. Shevin  
William J. Simonitsch  
Amy L. Spigel-Link  
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Jason S. Weiss  
David J. Winkler  
Jon W. Zeder  
Joseph I. Zumpano  
Of Counsel  
Martin Greenbaum  
European Community Counsel  
Dr. Gerald Ibler  
Foreign Counsel  
Ignacio E. Alperin Bruvera  
Affiliated Professional Association  
William L. Richey, P.A.  
\*Pending Florida Bar

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF RB MAX, LTD**

**ARTICLE I. NAME**

The Name of the Limited Partnership is:

**RB MAX, LTD**

**ARTICLE II. BUSINESS AND MAILING ADDRESS**

The business and mailing address of this Limited Partnership shall be

3701 W. McNabb Road,  
Apt. 101  
Pompano Beach, FL 33069

**ARTICLE III. REGISTERED AGENT**

The street address of the initial registered office of the Limited Partnership shall be 201 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of the Limited Partnership is Ferrell Group Corporate Services, L.L.C., a Florida limited liability company.

The undersigned hereby accepts designation as registered agent:

Ferrell Group Corporate Services, L.L.C.,  
a Florida limited liability company

By: *Lee F. Larris*  
Print name: Lee F. Larris  
Title: Secy

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**ARTICLE IV. LATEST DATE OF DISSOLUTION**

The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050.

**ARTICLE V. GENERAL PARTNERS**

The name and address of the general partner is:

RB MAX INC.  
3701 W. McNabb Road,  
Apt. 101  
Pompano Beach, FL 33069

P62-71044

Under penalties of perjury, the undersigned General Partner declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 4th day of June, 2002.

**GENERAL PARTNER:**

RB MAX INC.

✓ By: Rita Bernson  
Rita Bernson, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of <sup>RB</sup>MAX, LTD, a Florida limited partnership, certify:

1. The amount of capital contributions to date of the limited partner is \$0.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$1,000,000.

Signed this 4th day of June, 2002.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, the undersigned General Partner declares that it has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

**GENERAL PARTNER:**

**Max, Inc.**

✓ By: Rita Bernson  
Rita Bernson, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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