

DEC-23-2002 11:53

FROM-

DIVISION OF CORPORATIONS

T-500 P.001/004 F-874

A020000001702 (4)

Florida Department of State
Division of Corporations
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MJH

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : ADORNO & YOSS, P.A.
Account Number : 076247002423
Phone : (954)763-1200
Fax Number : (954)766-7800

DIVISION OF CORPORATIONS

02 DEC 23 PM 1:39

RECEIVED

FLORIDA LIMITED PARTNERSHIP

RM Deerfield Mall, Ltd.

FILE
TALLERIE, FLORIDA

02 DEC 23 PM 5:46

FILED

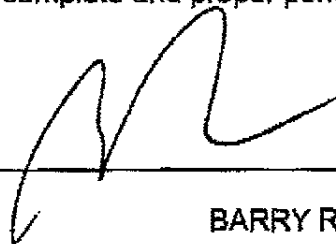
Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$1,785.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RM DEERFIELD MALL, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the limited partnership is RM DEERFIELD MALL, LTD.
2. The business address of the limited partnership is 3325 South University Drive, Suite 210, Davie, FL 33328.
3. The name of the Registered Agent for Service of Process on the limited partnership is Barry Ross.
4. The Florida street address for the Registered Agent is 3325 South University Drive, Suite 210, Davie, FL 33328.
5. ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for RM DEERFIELD MALL, LTD., a Florida limited partnership, I hereby agree to act in that capacity, and on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.



BARRY ROSS

6. The mailing address of the limited partnership is 3325 South University Drive, Suite 210, Davie, FL 33328.
7. The latest date upon which the limited partnership is to be dissolved is December 31, 2052.

ADAM J. REISS, ESQ. FLA BAR#0182702
Adorno & Yoss, P.A.
350 E. Las Olas Blvd., Suite 1700
Ft. Lauderdale, FL 33301 (954) 763-1200

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CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

02 DEC 23 PM 5:46

. ((H02000240468 7))

8. The name of the general partner:

Street Address:

RM DEERFIELD MALL GP, INC.
a Florida corporation

3325 South University Drive
Suite 210
Davie, FL 33328

PD2-133426

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

Signed this 19 day of December 2002.

RM DEERFIELD MALL GP, INC.
a Florida corporation



Barry Ross, President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
RM DEERFIELD MALL, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of RM DEERFIELD MALL, LTD., a Florida limited partnership, certifies that:

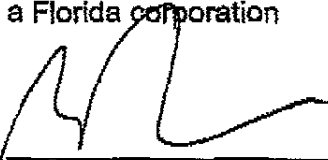
1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount anticipated to be contributed by the limited partners at this time is \$13,150,000.

Signed this 19 day of December 2002.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

RM DEERFIELD MALL GP, INC.
a Florida corporation



Barry Ross, President