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To:

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

From:

Angelica Chirre
Account Name : AKERMAN, GENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 274-5600
Fax Number : (305) 374-5095

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

RSBC ACQUISITION COMPANY, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
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FAX AUDIT No. H03000319968

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RSBC ACQUISITION COMPANY, LTD.**

The undersigned, being the sole General Partner of RSBC ACQUISITION COMPANY, LTD., a Florida limited partnership, does hereby execute this Certificate, and hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is: **RSBC ACQUISITION COMPANY, LTD.**
 2. The address of the record keeping office of the limited partnership is:
450 East Las Olas Boulevard
Suite 1500
Ft. Lauderdale, Florida 33301
 3. The name and address of the agent for service of process on the limited partnership are:
American Information Services, Inc.
One Southeast Third Avenue
Suite 2800
Miami, FL 33131
 4. The name and business address of the General Partner are:
RSBC, LLC ✓ *LO3000045257*
450 East Las Olas Boulevard
Suite 1500
Ft. Lauderdale, Florida 33301
 5. The mailing address for the limited partnership is:
RSBC Acquisition Company, Ltd.
450 East Las Olas Boulevard
Suite 1500
Ft. Lauderdale, Florida 33301
 6. The latest date upon which the limited partnership is to dissolve is: December 31, 2053.
- Signed and dated this 18th day of November, 2003.

RSBC, LLC, its General Partner

By: 

Name: CHRIS V. BRANDEN
Title: Vice President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of One Southeast Third Avenue, Suite 2800, Miami, FL 33131, does hereby accept its appointment as Registered Agent of **RSBC ACQUISITION COMPANY, LTD.**, a Florida limited partnership.

**AMERICAN INFORMATION
SERVICES, INC.**

By: *Amherst*
Name: *Angelica M. Chiru*
Title: *Assistant Secretary*

Date: November *18*, 2003.

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AMERICAN INFORMATION SERVICES, INC.

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the General Partner of **RSBC ACQUISITION COMPANY, LTD.**, a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$23,760,000.

Further affiant sayeth not.

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

Dated this 18th day of November, 2003.

RSBC, LLC, its General Partner

By: 

Name: CARL V. BRANDON

Title: Vice President

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