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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
RM PINES CITY CENTER PLAZA PARTNERSHIP, 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 PINES CITY CENTER PLAZA PARTNERSHIP, 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 PINES CITY CENTER PLAZA PARTNERSHIP, 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, 2054.

04 FEB 19 PM 4:34  
APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

02/18/04 18:07 FAX 9547809531

ADORNO YOSS

003/004

FEB-18-2004 16:58 FROM-ADORNO & YOSS P.A.

+9547667900

T-383 P.008

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8. The name of the general partner:

RM PINES CITY CENTER PLAZA  
PARTNERSHIP GP, LLC  
a Florida limited liability company

Street Address:

3325 South University Drive  
Suite 210  
Davie, FL 33328

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 17<sup>th</sup> day of February, 2004.

RM PINES CITY CENTER PLAZA PARTNERSHIP GP, LLC  
a Florida limited liability company

By Its Manager:

ROSS MATZ INVESTMENTS PINES CITY CENTER PLAZA, LLC  
a Florida limited liability company

By:

Barry Ross, Manager

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR  
RM PINES CITY CENTER PLAZA PARTNERSHIP, LTD.  
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of RM PINES CITY CENTER PLAZA PARTNERSHIP, 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 \$10,000,000.

Signed this 17<sup>th</sup> day of February, 2004.

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 PINES CITY CENTER PLAZA PARTNERSHIP GP, LLC  
a Florida limited liability company

By its Manager:  
ROSS MATZ INVESTMENTS PINES CITY CENTER PLAZA, LLC  
a Florida limited liability company

By: 

Barry Ross, Manager

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AND  
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TALLAHASSEE, FLORIDA

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