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: AMERMAN, SENTERFITT & EIDSON, D.A. (FT. LAUDERDAL

Account Number

: I19980000010 : (954)463-2700

Phone Fax Number

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FLORIDA LIMITED PARTNERSHIP

RPCP INVESTMENTS, LTD.

ROYAL PALM CAPITAL INVESTMENTS, LTD

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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FLORIDA DEPARTMENT OF STATE Clenda E: Hood Secretary of State

February 3, 2005

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: ROYAL PALM CAPITAL INVESTMENTS, LED.

REF: W05000005606

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP OF

RPCP INVESTMENTS, LTD.

The undersigned, being the General Parmer of Royal Palm Capital Investments, Ltd., a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:

RPCP INVESTMENTS, LTD.

2. The address of the record keeping office of the limited partnership is:

> 595 South Federal Highway, Suite 600 Boca Raton, Florida 33432

a. The name and address of the agent for service of process on the limited partnership is: 3.

> American Information Services, Inc. Las Olas Centre II, Suite 1600 350 E. Las Olas Boulevard Fort Lauderdale, FL 33301

162-71650 4. The name and business address of the General Partner is:

Royal Palm Capital Parmers, Inc. 595 South Federal Highway, Suite 600 Boca Raton, Florida 33432

5. The mailing address for the limited partnership is:

> 595 South Federal Highway, Suite 600 Boca Raton, Florida 33432

6. The latest date upon which the limited partnership is to dissolve is:

December 31, 2052.

ROYAL PALM CAPITAL PARTMERS, INC. By: Richard C. Rochon, President

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of Las Olas Centre II, Suite 1600, 350 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301, does hereby accept its appointment as Registered Agent of RPCP INVESTMENTS, LTD., a Florida limited partnership.

AMERICAN INFORMATION SERVICES, INC.

Diana M. Guena, Assistant Secretary

Date: February 2, 2005

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting the general partner of RPCP INVESTMENTS, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$ 100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,300.

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 _____ day of February, 2005.

ROYAL PALM CAPITAL

PARTMERS, INC., _a General Partner

Ву:_____

Richard C. Rochon, President

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