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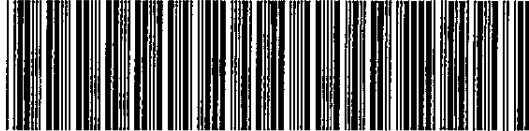
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DIVISION OF REGISTRATION

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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FP Investments ~~keep~~

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- ☐ Art of Inc. File
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- ☐ Foreign Corp. File
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- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
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- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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RE-SUBMIT
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FILE DATE

November 16, 2005

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: RFP INVESTMENTS LLLP
Ref. Number: W05000051334

We have received your document for RFP INVESTMENTS LLLP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$1,837.50 payment.

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 405A00067899

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RFP Asset Management, LLLP
A Florida Limited Liability Limited Partnership**

The undersigned makes the following declaration of information for the purpose of forming RFP Asset Management, LLLP under the Florida Revised Uniform Partnership Act: RFP Asset Management, LLLP

1. Name. The name of this partnership is (the "Partnership").

2. Business. The purpose of the Partnership's business is to own, acquire, sell, manage and lease investment property of any type, kind or description, including marketable securities and real estate, and to do all other things necessary, proper, convenient or advisable in connection therewith.

3. Principal Place of Business and Location of Records. The location of the principal place of business of the Partnership is 925 South Federal Highway, Suite 400, Boca Raton, Florida 33432 at which place the records shall be maintained.

4. Registered Agent. The name and address of the registered agent for service for the Partnership is Philip J. Procacci, located at Procacci Development Corporation, 925 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

5. The General Partner. The name and business address of the General Partner is RFP Management LLC, located at 925 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

LO5000102860

6. Mailing Address. The mailing address of the Partnership is c/o Mr. Philip J. Procacci, President, Procacci Development Corporation, 925 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

7. Term. The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on the 50th

anniversary of the date of the Agreement of the Partnership, unless terminated or dissolved earlier or extended by written agreement of all of the Partners.

8. Affidavit of the Amount of Capital Contributions. The amount of capital contributions of each limited partner and the amount of capital contributions anticipated by the limited partners is described in the Affidavit attached as Schedule A.

9. Intent on Qualifying Partnership as a Limited Liability Limited Partnership. Pursuant to Section 620.187, Florida Statutes, the Partners intend to qualify the Partnership as a Limited Liability Limited Partnership by filing a Statement of Qualification with the Department of State. The Statement of Qualification shall be filed simultaneously with the Certificate of Limited Partnership.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 14th day of September, 2005.

GENERAL PARTNER:

RFP MANAGEMENT LLC

By: 

Name: **Philip J. Procacci, as Manager**

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent for the above-referenced partnership at the above-designated Registered Office, the undersigned hereby accepts the appointment, and agrees to comply with the provisions of Chapter 620 et seq., Florida Statutes, as amended from time to time, concerning the obligations of registered agents.

Executed this 14th day of September, 2005.


Philip J. Procacci, Registered Agent

SCHEDULE A


RFP Asset Management, LLLP

**AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS BY THE
LIMITED PARTNER, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNER**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date by the Limited Partner is \$-0-.
2. The amount anticipated to be contributed by the Limited Partner at this time totals

\$5,000,000.



**ROSE F. PROCACCI, as Trustee under the
Rose F. Procacci Amended and Restated
Declaration of Trust dated August 16, 1994, as
*Limited Partner***