

JAN-04-2006 WED 15:01 CARLTON FIELDS

P.001/004

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000001644 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FLORIDA/FOREIGN LP/LLP

RSP HOLDINGS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$1,052.50

RECEIVED
06 JAN -4 PM 3:44
DIVISION OF CORPORATION

Electronic Filing Menu

Corporate Filing Menu

Help

J. BRYAN JAN - 5 2006

JAN-04-2006(WED) 15:01 CARLTON FIELDS

P.002/004

12/30/2005 16:22 FAX 8345453585

ASHBRITT

008/011

H 06000001644 3

FILED
2006 JAN -4 PM 1:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
RSP HOLDINGS, LTD.,
a Florida limited partnership**

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

ARTICLE I.

Name of the Limited Partnership

The name of the Limited Partnership is: RSP HOLDINGS, LTD.

ARTICLE II.

Address of the Limited Partnership

The address of the office of the Limited Partnership is: 480 South Andrews Avenue, Suite 103, Pompano Beach, Florida 33069.

ARTICLE III.

Registered Agent and Registered Office

The name and address of the agent for service of process on the Limited Partnership is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W., Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5738

ARTICLE IV.

General Partner

The name and business address of the sole general partner is: RSP AGENCY, LLC, 480 South Andrews Avenue, Suite 103, Pompano Beach, Florida 33069.

#L06000001370

ARTICLE V.

Mailing Address of the Limited Partnership

The mailing address of the Limited Partnership is: 480 South Andrews Avenue, Suite 103, Pompano Beach, Florida 33069

MIA#3424509.1

H 06000001644 3

JAN-04-2006(WED) 15:01 CARLTON FIELDS

P.003/004

12/30/2005 18:22 FAX 8545453585

ASHBRITT

H 06000001644 3

FILED
2006 JAN -4 PM 1:01
TALLAHASSEE, FLORIDA
JAN 04 2006
2006/011

ARTICLE VI.

Term of the Limited Partnership

The term for which the Limited Partnership is to exist is until December 31, 2055, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of RSP HOLDINGS, LTD. as of the 4th of January, 2006.

General Partner:

RSP AGENCY, LLC.

By: 
Randal Perkins, Manager

JAN-04-2006(WED) 15:02 CARLTON FIELDS

P. 004/004

12/30/2005 16:22 FAX 8545453585

ASHBRITT

010/011

H 06000001644 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for RSP HOLDINGS, LTD., a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agrees 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.

Dated as of January 4, 2006.

CFRA, LLC

By: 

William D. Rohrer, Authorized
Representative

FILED
2006 JAN -4 PM 1:01
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA