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TALLAHASSEE, FLORIDA

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LAW OFFICES
WEINER, CUMMINGS & VITTORIA
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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MIAMI, FLORIDA 33131

WEINER & CUMMINGS, P.A.

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(212) 489-8104

March 13, 2006

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314
Attn: Registration Section

Re: R.G.V. RETIREMENT PLAN PARTNERSHIP, LTD.

Dear Sir or Madam:

In connection with organizing the above named limited partnership with the State of Florida, enclosed are the following original executed documents for filing:

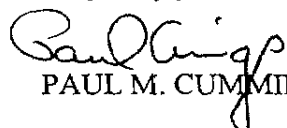
1. Certificate of Limited Partnership;
2. Acceptance of Appointment as Resident Agent; and
3. Affidavit of Capital Contribution.

Also, enclosed is our firm's check in the amount of \$1,065.25 made payable to the Florida Department of State for the cost of filing and certified copy of the above-referenced documents.

Upon filing, please mail to my attention the original filed documents with an appropriate stamp by your office evidencing the filing of such documents, or a stamped copy, as the case may be, and any other receipts or documents issued in connection therewith.

If you need any additional information or documentation to complete these filings, please contact the undersigned at the above Miami address.

Very truly yours,


PAUL M. CUMMINGS

PMC/efs

Enclosures

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
R.G.V. RETIREMENT PLAN PARTNERSHIP, LTD.**

1. The name of the limited partnership is **R.G.V. RETIREMENT PLAN PARTNERSHIP, LTD.** (the "Partnership").

2. The address of the office of the Partnership is **15500 New Barn Road, Suite 104, Miami Lakes, FL 33014.**

3. The name of the Registered Agent for service of process of the Partnership is **REIN ALDO VILLAR.**

4. The Florida street address for the Registered Agent is **15500 New Barn Road, Suite 104, Miami Lakes, FL 33014.**

5. The mailing address of the Partnership is **15500 New Barn Road, Suite 104, Miami Lakes, FL 33014.**

6. The latest date upon which the Limited Partnership is to be dissolved is February 14, 2056.

7. Name and address of General Partner:

**REINALDO VILLAR AND NERY VILLAR, AS TRUSTEES OF
R.G.V., INC. 401(K) PLAN
15500 New Barn Road, Suite 104
Miami Lakes, FL 33014**

Under 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.

Signed this 24 day of February, 2006.

GENERAL PARTNER:

**REINALDO VILLAR AND NERY
VILLAR, AS TRUSTEES OF R.G.V.,
INC. 401(K) PLAN**

By: _____

REINALDO VILLAR, Trustee

By: _____

NERY VILLAR, Trustee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

THE UNDERSIGNED, having been named as resident agent for **R.G.V. RETIREMENT PLAN PARTNERSHIP, LTD.**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, does on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated: February 24 2006

RESIDENT AGENT:

REINALDO VILLAR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

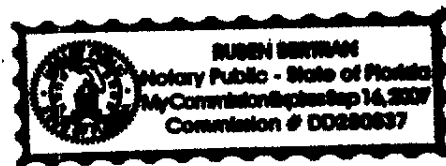
STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me by **REINALDO VILLAR AND NERY VILLAR, AS TRUSTEES OF R.G.V., INC. 401(K) PLAN**, General Partner by **REINALDO VILLAR**, Trustee, who is personally known to me, or who produced type of i.d. as identification, this 24 day of February, 2006.



Notary Public, State of Florida

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)



The foregoing instrument was acknowledged before me by **REINALDO VILLAR AND NERY VILLAR, AS TRUSTEES OF R.G.V., INC. 401(K) PLAN**, General Partner by **NERY VILLAR**, Trustee, who is personally known to me, or who produced type of i.d. as identification, this 24 day of February, 2006.



Notary Public, State of Florida



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AND
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