

MORRIS SILBERMAN, P. A.

ATTORNEY AT LAW
SUITE 101, THOMPSON EXECUTIVE CENTER
1230 MYRTLE AVENUE SOUTH
CLEARWATER, FLORIDA 34616

MORRIS SILBERMAN

A06207

December 30, 1997

TELEPHONE
(813) 461-4277
FACSIMILE
(813) 461-7678

VIA FEDERAL EXPRESS

200002387492--6
-12/31/97--01063--002
*****52.50 *****52.50

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

Re: Leslie A. Rubin, Limited
Rubin Associates, Limited
R.F. Properties, Limited


200002387492--6
-01/15/98--01045--017
*****52.50 *****52.50

Dear Sir/Madam:

Enclosed, for filing, please find an Amended and Restated Certificate of Limited Partnership as well as a Supplemental Affidavit of Capital Contributions (with no change as to the amount of the capital contributions) as to each of the three above entities. Also enclosed are my client's three checks in the amount of \$52.50 each, for filing the above.

Please return the confirmation of this filing to the undersigned. If there are any questions, please do not hesitate to contact us.

Very truly yours,


Morris Silberman

*Amended & Restated
Certificate
and
Decreasing
contributions
to \$100.00*

cc: Leslie A. Rubin (w/o enclosures)

Name.	
Availability	
Document	
Exemption	
Form	DOC
Fee	
MS/ar	DOC
Enclosures	
Act no	DOC
cc: Leslie A. Rubin	
Verify	DOC

C. TAX _____
FILING 52.50
R. AGENT FEE _____
C. COPY _____
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____
(Carapenach)

A06207



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 5, 1998

MORRIS SILBERMAN, P.A.
SUITE 101, THOMPSON EXECUTIVE CENTER
1230 MYRTLE AVENUE SOUTH
CLEARWATER, FL 34616

SUBJECT: RUBIN ASSOCIATES, LIMITED
Ref. Number: A06207

We have received your document for RUBIN ASSOCIATES, LIMITED and your check(s) totaling \$52.50. However, the document has not been filed and is being retained in this office for the following:

According to our records the contributions of the limited partners is \$1,200.00. It appears that you are decreasing the contribution on the affidavit. Therefore, we will need an additional \$52.50 to decrease the contributions.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 798A00000181

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF RUBIN ASSOCIATES, LIMITED**

The undersigned, as the General Partners of Rubin Associates, Limited, a Florida limited partnership, hereby file an Amended and Restated Certificate of Limited Partnership, pursuant to the laws of the State of Florida, and certify as follows:

1. **Name of Limited Partnership.** The name of the Limited Partnership is Rubin Associates, Limited. The original certificate of limited partnership was filed with the Department of State on or about December 29, 1977.

2. **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes, is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

3. **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Leslie A. Rubin, 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

4. **General Partners.** The names and business addresses of the General Partners of this Limited Partnership are: Rubin Development Corporation, 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760; and Leslie A. Rubin, 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

5. **Address of Partnership.** The mailing address of the Limited Partnership is 15201 Roosevelt Blvd., Suite 112, Clearwater, Florida 33760.

6. **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 2047.


7. **Effective Date.** This Amended and Restated Certificate of Limited Partnership is effective upon filing.

8. **Execution.** This Amended and Restated Certificate of Limited Partnership has been duly executed by all of the General Partners. Execution on behalf of Rubin Development Corporation has been by its duly authorized President acting on behalf of that General Partner. This Amended Certificate is being filed in accordance with Section 620.109, Florida Statutes.

Dated: December 30, 1997,
Clearwater, Florida

Rubin Development Corporation
as General Partner


Leslie A. Rubin, as General Partner

by: 
Leslie A. Rubin, its President

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

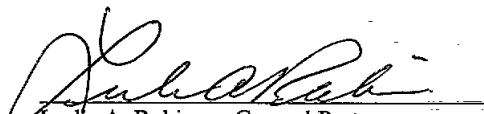
SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

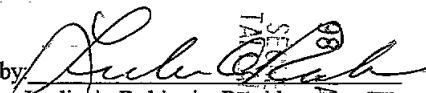
The undersigned, who are the General Partners of Rubin Associates, Limited, declare that the capital contributions of all of the Limited Partners in the Partnership are as follows:

1. The amount of the capital contributions of the limited partners, including cash and the value of other contributions is One Hundred Dollars (\$100.00).
2. No additional capital contributions from the limited partners are presently anticipated; however the limited partners may be required to make additional capital contributions in accordance with the terms of the Limited Partnership Agreement.

Dated: December 30, 1997
Clearwater, Florida


Rubin Development Corporation
as General Partner


Leslie A. Rubin, as General Partner

by 
Leslie A. Rubin, its President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30th day of December, 1997, by Leslie A. Rubin, individually and as President of Rubin Development Corporation, who is personally known to me or who has produced the following form of identification: _____ and who did take an oath.


NOTARY PUBLIC-STATE OF FLORIDA
Stamp or print:
Notary name:
Commission Number:
Commission Expires:



AMYE C ROBB
My Commission CC374882
Expires May. 16, 1998

rub/ar/Amend certificate-lp

FILED
AM 14 AM 10:37
STATE OF FLORIDA
TALLAHASSEE, FLORIDA