

1201 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

A95000000667



ACCOUNT NO. : 0721000000032

REFERENCE : 586286 7057A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 27, 1995

ORDER TIME : 10:17 AM

ORDER NO. : 586286

CUSTOMER NO: 7057A

CUSTOMER: Ms. Joanne Capuano
LEVY KNEEN WIENER KORNFELD &
DEL RUSSO
Suite 1000
1400 Centrepark Boulevard
West Palm Beach, FL 33401

100001473271
-05/03/95--01077--023
***1846.25 ***1846.25

FILED STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 APR 27 11:11:28

DOMESTIC FILING

NAME: CLIFTON/RBG XXII LTD.

RUSH WILL

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria I. Newport

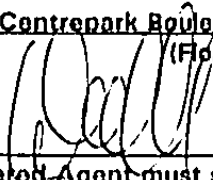
EXAMINER'S INITIALS:

G. TAX	8.75
FILING	175.00
G. AGENT FEE	75.00
G. COPY	52.50
TOTAL	1,846.25
N. BANK	
BALANCE DUE	
RECEIVED	

hK
4/27/95

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLIFTON/RBG XXII LTD.

RECORDED
MAR 27 11:11 AM '15
STATE OF FLORIDA

1. Clifton/RBG XXII Ltd.
(Name of Limited Partnership must contain a suffix such as "Limited",
"Ltd.", or "Limited Partnership")
2. c/o Clifton Ventures II, Inc., 7200 West Camino Real, #314, Boca Raton, Florida 33433
(The Business Address of the Limited Partnership)
3. David J. Wiener, c/o Levy, Kneen, Mariani, Curtin, Wiener, Kornfeld & del Russo P.A.
(Name of Registered Agent for Service of Process)
4. 1400 Centrepark Boulevard, Suite 1000, West Palm Beach Florida 33401
(Florida Address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for
Service of Process)
6. 7200 West Camino Real, Suite 314, Boca Raton, Florida 33433
(The Mailing Address of the Limited Partnership)
7. The Latest date upon which the Limited Partnership is to be dissolved is: March 31, 2015

8. NAME OF GENERAL PARTNER(S)

SPECIFIC ADDRESS

<u>Clifton Ventures II, Inc.</u>	<u>7200 West Camino Real, Suite 314</u>
	<u>Boca Raton, Florida 33433</u>
<u>RBG XXII Corp.</u>	<u>154 West Hubbard Street, Suite 250</u>
	<u>Chicago, Illinois 60610</u>

Signed this 24th day of April, 1995.

Signature of all general partners:

General Partner:

CLIFTON-VENTURES II, INC.

By: [Signature]

Its: President

General Partner:

RBG XXII CORP.

By: [Signature]

Its: Vice Pres

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 27 AM 11:28

STATE OF)
COUNTY OF) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP A. BINNS, known to me to be the President of CLIFTON VENTURES II, INC., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of April, 1995.

NOTARY SEAL:

NOTARY PUBLIC

Printed Notary Signature
My Commission Expires:

STATE OF Illinois)
COUNTY OF Cook) ss:

OFFICIAL NOTARY SEAL
CHERYL A. SHELTER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC197103
MY COMMISSION EXPI. APR. 17, 1996

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert Ross, known to me to be the President of RBG XXII CORP., the corporation in whose name the foregoing instrument was executed, and that he severally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: Robert Ross and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of April, 1995.

NOTARY SEAL "OFFICIAL SEAL"
KEITH ROSS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/1/96

NOTARY PUBLIC

Printed Notary Signature
My Commission Expires: 10/1/96

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared PHILIP A. BINNA, the President of CLIFTON VENTURES II, INC., a Florida corporation, and Robert Ross, an Executive of RDO XXII CORP., an Illinois corporation, as the General Partners of CLIFTON/RDO XXII LTD., a Florida limited partnership ("Affiant"), and after being duly sworn they did depose and say as follows:

1. The amount of capital contributions to date of the limited partners is \$ 0.
 2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,150,000.
- FURTHER AFFIANT SAYETH NOT.

CLIFTON VENTURES II, INC., a Florida corporation

BY: PHILIP A. BINNA, Its President

RDO XXII CORP., an Illinois corporation

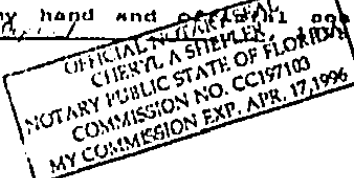
BY: Robert Ross

STATE OF FL
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP A. BINNA, known to me to be the President of CLIFTON VENTURES II, INC., the corporation in whose name the foregoing instrument was executed, and that he universally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: Philip Binna and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of April, 1996.

NOTARY SEAL:



Cheryl A. Shepler
NOTARY PUBLIC
Printed Notary Signature
My Commission Expires:

STATE OF ILLINOIS
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert Ross, known to me to be the Executive of RDO XXII CORP., the corporation in whose name the foregoing instrument was executed, and that he universally acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, that he is personally known to me or that I relied upon the following form of identification of the above-named person: Robert Ross and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 24 day of April, 1996.

NOTARY SEAL:



Keith Ross
NOTARY PUBLIC
Printed Notary Signature
My Commission Expires: 10/1/96

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Tallahassee, Florida
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 12 PM 1:02

SECRET
12 11

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000667

CLIFTON/RBG XXII LTD.

96-AR

CM

Mailing Address

C/O CLIFTON VENTURES II, INC.
7200 WEST CAMINO REAL #314
BOCA RATON FL 33433

Principal Office Address

C/O CLIFTON VENTURES II, INC.
7200 WEST CAMINO REAL #314
BOCA RATON FL 33433

If above addresses are incorrect in any way, file through the incorrect information and enter correct addresses in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
04/27/1995

3a. Date of Last Report

4. State or County of Formation
FL

5a. Capital Contributions as Shown
on Record
\$1,150,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FEI Number

15-0576718

Applied Fee

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee: \$130.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$578.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

WIENER, DAVID J
C/O LEVY, KNEEN, MARIANI, ET AL
1400 CENTRE PARK BLVD., SUITE 1000
WEST PALM BEACH FL 33401

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. # etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent or both in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/ Document Number
CLIFTON VENTURES II, INC.	7200 WEST CAMINO REAL	BOCA RATON FL 33433	P95000005709
RBG XXI CORP.	154 WEST HUBBARD STRE	CHICAGO IL 60610	F95000001799

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3). In the event that the information supplied is deemed exempt from public access, I further certify that the information indicated on this annual report is true and accurate and if at my signature shall have the same legal effect as if made under oath. I further certify that I am a general partner of the limited partnership, receiver or trustee empowered to execute this report as required by Section 620.192, Florida Statutes.

SIGNATURE

Typed or Printed Name of General Partner Signing For

Signature: *Robert A. Brown*
Name: *Robert A. Brown*

DATE

12-12-95

Telephone Number

407-362-0444

0007118

CR2E003 (6/95)