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TALLAHASSEE, FL 32301
904-222-9171
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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 FEB 12 AM 10:24

CSG networks
PRINCETON, NJ
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 842943 7057A

AUTHORIZATION :

COST LIMIT : \$ 1837.50

Patricia Pyjot

ORDER DATE : February 12, 1996

ORDER TIME : 9:21 AM

ORDER NO. : 842943

CUSTOMER NO: 7057A

200001712322

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

DOMESTIC FILING

NAME: CLIFTON/RBG XXIV LTD.

EFFECTIVE DATE:

☐ ARTICLES OF INCORPORATION
☒ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

BYC

2/12/96

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96 FEB 12 PM 12:09
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CLIFTON/RBG XXIV LTD.

FILED STATION
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 AM 10:24

1. CLIFTON/RBG XXIV LTD.
(Name of Limited Partnership must contain a suffix such as "Limited", "Ltd."
or "Limited Partnership")
 2. c/o Clifton Ventures IV, Inc., 7200 W. Camino Real, Suite 314,
Boca Raton, Florida 33433
(The business address of the Limited Partnership)
 3. David J. Wiener, Esq., c/o Levy, Kneen, Mariani, Curtin,
Wiener, Kornfeld & del Russo, P.A.
(Name of Registered Agent for Service of Process)
 4. 1400 Centrepark Boulevard, Ste. 1000, W. Palm Beach, FL 33401
(Florida address for Registered Agent)
 5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent
for Service of Process)
 6. 7200 West Camino Real, Suite 314, Boca Raton, FL 33433
(The mailing address of the Limited Partnership)
 7. The latest date upon which the Limited Partnership is to be dissolved is:
January 31, 2016
 8.

NAME OF GENERAL PARTNER(S)	SPECIFIC ADDRESS
<u>Clifton Ventures IV, Inc.</u> <u>PG5000063605</u>	<u>7200 W. Camino Real, Suite</u> <u>314, Boca Raton, FL 33433</u>
<u>RBG XXIV CORP.</u> <u>F9600000398</u>	<u>154 West Hubbard Street</u> <u>Ste. 350, Chicago, IL 60610</u>
- Signed this 8th day of FEBRUARY, 1996.
- Signature of all General Partners:
- | | |
|--|--|
| <p>General Partner:</p> <p><u>CLIFTON VENTURES IV, INC.</u></p> <p>By: <u>[Signature]</u></p> <p>Its: <u>PRESIDENT</u></p> | <p>General Partner:</p> <p><u>RBG XXIV CORP.</u></p> <p>By: <u>[Signature]</u></p> <p>Its: <u>EXECUTIVE VICE PRESIDENT</u></p> |
|--|--|

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96 FEB 12 PM 1:00
CLERK OF DISTRICT COURT
JUDICIAL DISTRICT NO. 1
SAN ANTONIO, TEXAS

STATE OF FLORIDA
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 H. BURNETT, known to me to be the PRESIDENT of CLIFTON VENTURES IV, 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 ~~he is personally known to me or that he is personally known to me~~ upon the following form of identification of the above-named person: _____ and that an oath was taken.

9th day of FEBRUARY, 1996.

NOTARY SEAL:



DAVID J. WIENER
MY COMMISSION # CC 206128
EXPIRES: June 20, 1997
Bonded Thru Notary Public Underwriting

NOTARY PUBLIC

Printed Notary Signature
Commission Expires: _____

STATE OF ILLINOIS
COUNTY OF COOK

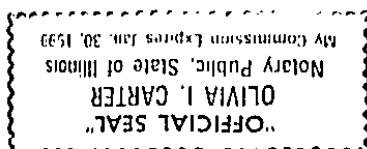
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared BRUCE H. BLOCK, known to me to be the EXEC. VICE PRES. of ABC XXIV CORP., the corporation in whose name the foregoing instrument was executed, and that he severally 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 ~~he is personally known to me or that he is personally known to me~~ upon the following form of identification of the above-named person: _____ and that an oath was taken.

8th day of February, 1996.

NOTARY SEAL:

NOTARY PUBLIC

Printed Notary Signature
My Commission Expires: 1/30/99



AFFIDAVIT

Before me, the undersigned authority, personally appeared PHILIP A. BURNS, the President of CLIFTON VENTURES IV, INC., a Florida corporation, and BRUCE H. BLICK, the Executive Vice President of RBG XXIV CORP., a Illinois corporation, and the General Partners of CLIFTON/RBG XXIV 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 \$ 1,700,000.00.

FURTHER AFFIANTS SAYETH NOT.

General Partner:

CLIFTON VENTURES IV, INC., a
Florida corporationBy: [Signature]Its: PRESIDENTSTATE OF FLORIDACOUNTY OF PALM BEACH

General Partner:

RBG XXIV CORP., an Illinois
corporationBy: [Signature]Its: EXECUTIVE VICE PRESIDENT

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared PHILIP A. BURNS known to me to be the PRESIDENT of CLIFTON VENTURES IV, 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 9th day of FEBRUARY, 1996.

NOTARY PUBLIC

NOTARY SEAL:

Printed Notary Signature

My Commission Expires: _____

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FILED STATE
SECRETARY OF CORPORATIONS
96 FEB 12 AM 10:24

STATE OF ILLINOIS)
COUNTY OF COOK) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized, to administer oaths and take acknowledgments, personally appeared Bruce H. Block known to me to be the EXEC. VICE PRESIDENT of RBC XXIV 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:~~ _____ and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of February, 1996.

NOTARY SEAL:

Olivia I. Carter
NOTARY PUBLIC
Olivia I. Carter
Printed Notary Signature
My Commission Expires: 1/30/99

"OFFICIAL SEAL"
OLIVIA I. CARTER
Notary Public, State of Illinois
My Commission Expires Jan. 30, 1999