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TALLAHASSEE, FL 32302-2602
904-224-9121
904-224-0000 FAX

800-342-8086



PRESIDENTIAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 992717 4320025

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 992717

CUSTOMER NO: 4320025

CUSTOMER: Ms. Debra Barnes
PACKMAN, NEUWAHL & ROSENBERG
1500 San Remo Avenue
Suite 125
Coral Gables, FL 33146

400001876784
-06/26/96--01113--013
***1837.50

FILED
JUN 19 PM 2:19
TALLAHASSEE, FL
CLERK OF COURT

DOMESTIC FILING

NAME: RL PARTNERSHIP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

FILED
JUN 19 PM 2:19
TALLAHASSEE, FL
CLERK OF COURT

J. TAX	_____
FILING	1.750.00
R. AGENT FEE	3.50.00
C. COPY	52.50
TOTAL	1,837.50
N. BANK	_____
BALANCE DUE	_____
FEES	_____

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED
JUN 19 PM 2:19
TALLAHASSEE, FL
CLERK OF COURT

RL PARTNERSHIP, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears to and affirms as follows:

1. The name of the Limited Partnership shall be RL PARTNERSHIP, LTD.

2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.

3. The location of the principal place of business is 14250 S.W. 62 Street, #520, Miami, Florida 33183. The name and address of the agent for service of process is Ruth Licker, 14250 S.W. 62 Street, #520, Miami, Florida 33183.

4. The name and business address of the General Partner shall be as follows:

Ruth Licker
14250 S.W. 62 Street, #520
Miami, Florida 33183

5. The mailing address for the Limited Partnership shall be as follows:

RL Partnership, Ltd.
14250 S.W. 62 Street, #520
Miami, Florida 33183

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Limited Partnership on the 17th day of June, 1996, effective upon filing same with the Florida Department of State.

RL PARTNERSHIP, LTD.

BY: [Signature]
RUTH LICKER,
General Partner

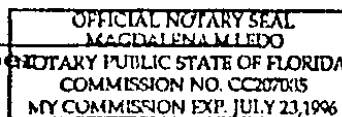
STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 17th day of June, 1996, by RUTH LICKER, who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me or who has produced FOL as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

[Signature]
Signature - NOTARY PUBLIC

Magdalena M. Ledo
Printed Name of NOTARY PUBLIC

Commission Number



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for RL Partnership, Ltd., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, 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.

REGISTERED AGENT

[Signature]
RUTH LICKER

CERTIF
15/5*4500

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared RUTH LICKER, the general partner of RL PARTNERSHIP, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$ 10,000. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 10,000.

This 1 day of June, 1996.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

RL PARTNERSHIP, LTD.

BY: Ruth Licker
RUTH LICKER
General Partner

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 7th day of June, 1996, by RUTH LICKER, who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me or who has produced FDL as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

Magdalena M. Ledo
Signature - NOTARY PUBLIC
Magdalena M. Ledo
Printed Name of NOTARY PUBLIC

AFFDVT
15/5*4500

Commission Number
OFFICIAL NOTARY SEAL
MAGDALENA M. LEDO
PUBLIC STATE OF FLORIDA
COMMISSION NO CC27085
COMMISSION EXP. JULY 23, 1996