

1201 HAYS STREET
TALLAHASSEE, FL 32310-2607
904-222-9171
904-222-9171 FAX

800-342-8086

A96000001736



PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 091269 4337904

AUTHORIZATION :

COST LIMIT : \$ 140.00 *Patricia Pizzuto*

ORDER DATE : September 19, 1996

ORDER TIME : 10:46 AM

ORDER NO. : 091269

600001951616

CUSTOMER NO: 4337904

CUSTOMER: Jonathan Feuerman, Esq
THERREL BAISDEN & MEYER WEISS

Suite 500
1111 Lincoln Road
Miami Beach, FL 33139

DOMESTIC FILING

NAME: RM ASSOCIATES, 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: Gail L. Shelby

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 10 44 AM '96
RECEIVED
96 SEP 19 AM 11:27
DIVISION OF CORPORATION

9/19/96

**CERTIFICATE OF LIMITED PARTNERSHIP OF
RM ASSOCIATES, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 19 PM 04

The undersigned General Partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620.108 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is RM ASSOCIATES, LTD.
2. The address of the office of the Partnership is 301 - 174 Street, #1017, North Miami Beach, Florida 33160.
3. The name and address of the agent for service of process on the Partnership is JONATHAN FEUERMAN, ESQ., Therrel Baisden & Meyer Weiss, 1111 Lincoln Road Mall, Suite 500, Miami Beach, Florida 33139.
4. The name and business address of the corporate General Partner is as follows:

RUTH MORGENSTERN ENTERPRISES, INC.
a Florida corporation
301 - 174 Street, #1017
North Miami Beach, Florida 33160

P96000078015

5. The mailing address of the Partnership is: 301 - 174 Street, #1017, Miami Beach, Florida 33160.
6. The latest date upon which the Partnership shall dissolve is November 30, 2050.
7. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.
8. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) RUTH MORGENSTERN, as President of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, as the General Partner of RM ASSOCIATES, LTD. or (b) an authorized corporate officer, of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, as General Partner of RM ASSOCIATES, LTD.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury

that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of RM ASSOCIATES, LTD. this ____ day of _____, 1996.

GENERAL PARTNER

RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation

By: *Ruth Morgenstern*
RUTH MORGENSTERN, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for RM ASSOCIATES, LTD., a Florida limited partnership (the "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

By: *[Signature]*
JONATHAN FEUERMAN

JF\EST.FLM\PLP\MISC\MORGENSTERN.LTD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 4:02

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared RUTH MORGENSTERN, as President of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, which is the General Partner of RM ASSOCIATES, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", 301-174 Street, #1017, North Miami Beach, Florida 33160, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Ruth Morgenstern 301-174 Street, #1017 North Miami Beach, FL 33160	\$ 990.00
--	-----------

Total	\$ 990.00
-------	-----------

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Ruth Morgenstern 301-174 Street, #1017 North Miami Beach, FL 33160	\$ -0-
--	--------

Total	\$ -0-
-------	--------

FURTHER AFFIANT SAITH MAUGHT.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 4:02

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

GENERAL PARTNER:

**RUTH MORGENSTERN ENTERPRISES, INC.,
a Florida corporation**

By: Ruth Morgenstern
RUTH MORGENSTERN, President

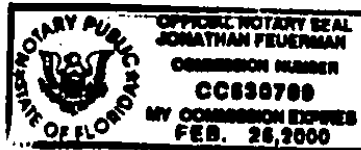
Dated: September 17, 1996

The foregoing instrument was acknowledged before me this 17 day of September, 1996, by RUTH MORGENSTERN, as President of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of Florida
at Large

Jonathan Feuerman
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:



jf\est.pln\flp\also\morgencea.aff

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 19 PM 4:02

A96000001736

FERRER BAINEN & MEYER WEISS

ATTORNEYS AT LAW

111 LINCOLN ROAD MALL

SUITE 800

MIAMI BEACH, FLORIDA 33139-2401

City/State/Zip

Phone #

Office Use Only

FILED
 56 DEC -4 AM 1:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. RM Associates, Ltd.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

50002020255--7
 -12/04/96--01123--001
 ***1802.50 ***1802.50

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

A96-1736

Name Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgement	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

Examiner's Initials	
---------------------	--

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

**SUPPLEMENTAL
AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority, personally appeared RUTH MORGENSTERN, as President of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, which is the General Partner of RM ASSOCIATES, LTD., a Florida limited partnership, filed September 19, 1996 (Document No. A96000001736) with the Florida Secretary of State, hereinafter referred to as the "Partnership", 301-174 Street, #1017, North Miami Beach, Florida 33160, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

Ruth Morgenstern	\$ 702,900
Total	\$ 702,900

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

Ruth Morgenstern	\$ -0-
Total	\$ -0-

FURTHER AFFIANT SAITH NAUGHT.

FILED
96 DEC -4 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

GENERAL PARTNER

**RUTH MORGENSTERN ENTERPRISES, INC.,
a Florida corporation**

By: Ruth Morgenstern
RUTH MORGENSTERN, President

Dated: 9/17, 1996

The foregoing instrument was acknowledged before me this 17 day of September, 1996, by RUTH MORGENSTERN, as President of RUTH MORGENSTERN ENTERPRISES, INC., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public, State of Florida
at Large

Jonathan Peiserman
Print/Type or Stamp Notary Name
Commission No. (if any) _____

My Commission Expires:

jc\est.pln\flp\misc\morpen-s.aff



FILED
96 DEC -4 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA