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TALLAHASSEE, FL 32301-2607

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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 194949 9576A

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 19, 1996

ORDER TIME : 10:14 AM

ORDER NO. : 194949-005

CUSTOMER NO: 9576A

CUSTOMER: Richard B. Sabra, Esq
RICHARD B. SABRA, ESQ

Suite 208
4601 Sheridan Street
Hollywood, FL 33021

G. TAX	_____
FILING	147.00
R. AGENT FEE	95.00
C. COPY	52.50
TOTAL	294.50
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

DOMESTIC FILING

NAME: THE DIENER FAMILY LIMITED
PARTNERSHIP #1

700002037757--1
-12/24/96--01173--012
****234.50 ****234.50

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: Kathy Drake

EXAMINER'S INITIALS: BK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 19 PM 1:51

RECEIVED
95 DEC 19 AM 11:29
DIVISION OF CORPORATIONS

12/19/96

CERTIFICATE OF LIMITED PARTNERSHIP

OF

THE DIENER

**FAMILY LIMITED PARTNERSHIP #1
A Florida Limited Partnership**

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The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. **Name.** The name of this Limited Partnership is **THE DIENER FAMILY LIMITED PARTNERSHIP #1.**
2. **Business.** The purpose of the Partnership shall be to engage in any lawful act or activity in which a partnership may engage, including, but not limited to owning, acquiring, purchasing, developing, operating, maintaining, selling and leasing or otherwise dealing in or with any interests or rights in any real or personal property of any type, kind or description, and to do all other things necessary, proper, convenient or advisable in connection therewith through one or more other partnerships or entities or arrangements.
3. **Principal Place of Business and Location of Records.** The location of the principal place of business of the Partnership is c/o R.M.D. Group, Inc., Robert B. Diener, President, 1221 Brickell Avenue, Suite 920, Miami, Florida 33131, at which place the records shall be maintained.
4. **Registered Agent.** The name and address of the registered agent for service for this Limited Partnership is Richard B. Sabra, Esq. at 4601 Sheridan Street, Suite 208, Hollywood, Florida 33021 who acknowledges by his signature hereunder, that he accepts same.
5. **The General Partner.** The name and business address of the General Partner is as follows:

GENERAL PARTNER

R.M.D. GROUP, INC.
a Florida corporation

PG6000087104

PLACE OF BUSINESS

c/o Robert B. Diener, President
1221 Brickell Avenue, Suite 920
Miami, FL 33131

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6. **Mailing Address.** The mailing address of the Limited Partnership is c/o the General Partner, R.M.D. GROUP, INC., 1221 Brickell Avenue, Suite 920, Miami, Florida 33131.

7. **Term.** The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2031, unless sooner dissolved by law or by agreement of the parties of the parties hereto or unless extended by a majority agreement of the Partners.

8. **Additional Contributions.** No additional contributions of the Limited Partners have been agreed upon.

9. **Return of Contributions.** No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the Partnership.

10. **Profits.** All annual net profits of the Partnership shall be divided among the General and Limited Partners in the same proportion as the Partners' then Percentage Interests, unless retained for Partnership investment and business activities.

11. **Sale or Transfer of Interest in Partnership.** A Limited Partner shall not have the right to sell or transfer his or her interest in the Partnership without the prior written consent of the General Partner, unless the transfer is a permitted transfer, as explained in detail by the Partnership Agreement.

12. **Additional Limited Partners.** The General Partner may admit additional limited partners.

13. **Priority Among Limited Partners.** There is no priority of one Limited Partner over another as to the contributions or compensation by way of income.

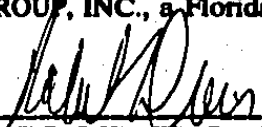
14. **Continuance of Business.** Upon the dissolution of the General Partner, the Partnership shall dissolve unless continued by the remaining Partners and selecting when necessary, by unanimous vote of the of remaining Partners, a new successor General Partner.

15. **Property Other than Cash.** A Limited Partner may not demand property other than cash in return for his or her contributions.

16. **Amount of Cash and Affidavit to Agreed Value and Description of Property Contributed.** The Limited Partners in the Limited Partnership have contributed their interest in the property as set forth in Schedule "A." Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners," attached hereto, with an agreed value of Twenty-One Thousand Dollars (\$21,000).

IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 18 day of December, 1996.

GENERAL PARTNER:
R.M.D. GROUP, INC., a Florida corporation

By: 
ROBERT B. DIENER, President
Dated: December 18, 1996


Registered Agent, Richard B. Sabra, Esq.

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SCHEDULE "A"

THE DIENER FAMILY LIMITED PARTNERSHIP #1

**"AFFIDAVIT OF THE AMOUNT OF CAPITAL
CONTRIBUTIONS OF THE LIMITED PARTNERSHIP,
AND ANY AMOUNT ANTICIPATED TO BE CONTRIBUTED
BY THE LIMITED PARTNERS"**

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The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of the Diener Family Limited Partnership #1 is Twenty-One Thousand Dollars (\$21,000).
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals Twenty-One Thousand Dollars (\$21,000).

R.M.D. GROUP, INC.
a Florida corporation

By: Robert B. Diener

ROBERT B. DIENER, President

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17th day of December, 1996, by Robert B. Diener, who produced the following form of identification: Florida Driver's License # 0560762582890.



STACEY M RUSSELL
My Commission OC331847
Expires Nov. 18, 1997
Bonded by HAI
800-422-1808

Stacey M. Russell
NOTARY PUBLIC, STATE OF FLORIDA

Notary printed name