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FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.  
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NAME: RODES FAMILY LIMITED PARTNERSHIP, LTD.

AUDIT NUMBER.....H96000018125

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

December 30, 1996

MARY W. KURLANSIK  
9400 S. DADELAND BLVD., SUITE 600  
MIAMI, FL 33156

SUBJECT: RODES FAMILY LIMITED PARTNERSHIP  
REF: W96000027201

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF HAROLD P. AND EDITH W.  
RODES FAMILY LIMITED PARTNERSHIP, LTD.  
a Florida limited partnership**

**Harold P. and Edith W.**  
The undersigned General Partner of **Rodes Family Limited Partnership, Ltd.** (the "Partnership"), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620, Part I of the Florida Statutes, hereby states the following:

- Harold P. and Edith W.**
1. The name of the Partnership is **Rodes Family Limited Partnership, Ltd.**
  2. The address of the office of the Partnership is Townhouse 15, 881 Ocean Drive, Key Biscayne, Florida 33149. The name and address of the agent for service of process on the Partnership is Edith W. Rodes, Townhouse 15, 881 Ocean Drive, Key Biscayne, Florida 33149.
  3. The name and business address of the General Partner is Edith W. Rodes, Trustee of the Edith W. Rodes Revocable Trust u/a/d 4/16/92, Townhouse 15, 881 Ocean Drive, Key Biscayne, Florida 33149.
  4. The mailing address of the Partnership is Townhouse 15, 881 Ocean Drive, Key Biscayne, Florida 33149.
  5. The latest date upon which the Partnership shall dissolve is December 31, 2046.

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 **Rodes Family Limited Partnership, Ltd.**, this 30 day of December, 1996.  
**Harold P. and Edith W.**

*Edith W. Rodes*  
**EDITH W. RODES, TRUSTEE OF THE  
EDITH W. RODES REVOCABLE TRUST  
4/16/92**

This instrument prepared by:  
Alan R. Chase, Esquire  
Florida Bar No. 205478  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Harold P. and Edith W.  
Having been named as registered agent for ~~Rodes Family Limited Partnership, Ltd.~~, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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.

Edith W. Rodes  
EDITH W. RODES

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Edith W. Rodes, Trustee of the Edith W. Rodes Revocable Trust u/a/d 4/16/92, the General Partner of ~~Rodes Family Limited Partnership, Ltd.~~, a Florida limited partnership, hereinafter referred to as the "Partnership", certifies as follows:

Harold P. and Edith W.

1. The amount of capital contributions to the Partnership made by the limited partners is \$730,000.00.

2. It is not anticipated that the limited partners will make additional capital contributions to the Partnership.

Edith W. Rodes  
EDITH W. RODES, TRUSTEE OF THE  
EDITH W. RODES REVOCABLE TRUST  
U/A/D 4/16/92, General Partner

FABA/RODES/CERTIFICATE

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