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CONTACT: PEGGY MARINELLI  
PHONE: (305) 854-5900

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FAX #: (305) 857-9322

NAME: LDF REAL PROPERTY INVESTMENTS, LTD.

AUDIT NUMBER.....H98000001863

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 4

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
LDF REAL PROPERTY INVESTMENTS, LTD.,  
a Florida limited partnership**

The undersigned, as the sole general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620 of the Florida Statutes, hereby states the following:

**ARTICLE I.**

**Name of the Limited Partnership**

The name of the Limited Partnership is as follows:

**LDF REAL PROPERTY INVESTMENTS, LTD.**

**ARTICLE II.**

**Address of the Limited Partnership**

The address of the office of the Limited Partnership is as follows:

848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

**ARTICLE III.**

**Registered Agent and Registered Office**

The name and address of the agent for service of process on the Limited Partnership is as follows:

**DAVID A. FRIEDMAN**  
848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

Prepared by:

Eileen Trautman, Esq.  
Florida Bar No. 184844  
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
(305) 854-5900

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**ARTICLE IV.**  
**General Partner**

The name and business address of the sole general partner is as follows:

**LDF REAL PROPERTY INVESTMENTS, INC.**  
848 Brickell Avenue, Suite 1120  
Miami, Florida 33131

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**ARTICLE V.**  
**Mailing Address of the Limited Partnership**

The mailing address of the Limited Partnership is as follows:

One Greenway Plaza, Suite 850  
Houston, Texas 77046-0102

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**ARTICLE VI.**  
**Term of the Limited Partnership**

The term for which the Limited Partnership is to exist is until December 31, 2038, unless sooner dissolved by written consent.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole general partner of LDF REAL PROPERTY INVESTMENTS, LTD. as of the 27<sup>th</sup> day of January, 1998.

General Partner:

LDF REAL PROPERTY INVESTMENTS, INC.

By:

  
David A. Friedman, President

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## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **LDF REAL PROPERTY INVESTMENTS, LTD.**, a Florida limited partnership (the "Limited Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

Dated as of January 27<sup>th</sup>, 1998

REGISTERED AGENT:

  
\_\_\_\_\_  
DAVID A. FREEDMAN

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

STATE OF FLORIDA                    )  
                                           ) SS:  
 COUNTY OF MIAMI-DADE            )

The undersigned, DAVID A. FRIEDMAN, President of LDF REAL PROPERTY INVESTMENTS, INC., being first duly sworn, certifies as follows:

1. The undersigned is the sole general partner of LDF REAL PROPERTY INVESTMENTS, LTD., a Florida limited partnership, hereinafter referred to as the "Limited Partnership."

2. The amount of capital contribution anticipated to be contributed by the initial limited partners is \$500.00.

**FURTHER AFFIANT SAYETH NOT.**

Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner

LDF REAL PROPERTY INVESTMENTS, INC.

By: *David A. Friedman*  
 David A. Friedman, President

SWORN TO AND SUBSCRIBED before me as of the 27<sup>th</sup> day of January, 1998, by David A. Friedman, President of LDF REAL PROPERTY INVESTMENTS, INC., as the General Partner for LDF REAL PROPERTY INVESTMENTS, LTD., a Florida limited partnership, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Maria Sobalvarro  
 My Commission CC582141  
 Expires Oct. 09, 2000

NOTARY PUBLIC:

Sign: *Maria Sobalvarro*

Print: Maria Sobalvarro

State of Florida

My Commission Expires: 10-9-00

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