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BANNOURA, HARVAN P.A.
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40 NORTHEAST 7TH AVENUE
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January 7, 1998

Secretary of State
Division of Corporations
Tallahassee, FL 32399

100002412281--3
-01/26/98--01132--010

***1750.00 ***1750.00

100002412281--3
-01/26/98--01132--011

*****35.00 *****35.00

Dear Sirs:

Please find enclosed the Certificate of Limited Partnership Rose & Associates LTD. and the Affidavit of Capital Contribution, along with a check in the amount of \$1750.00 for the filing fees. Also find enclosed a designation for service of process along with a check for in the amount of \$35.00.

Please send the certificate and copy of filed Partnership agreement to the address above. Thank you for your attention to our request.

Respectfully,

David M. Harvan
David M. Harvan
For The Firm
BANNOURA, HARVAN P.A.

FILED
50 FEB 17 AM 10 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	2/3/98
Availability	due
Document Examiner	DCC
Updater	DCC
Updater Verifier	G
Acknowledgement	DCC
W. P. Verifier	DCC

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W980000002503



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1998

DAVID M. HARVAN
BANNOURA, HARVAN, P.A.
40 NORTHEAST 7TH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: ROSE & ASSOCIATES, LTD.
Ref. Number: W98000002503

We have received your document for ROSE & ASSOCIATES, LTD. and your check(s) totaling \$1785.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to list the registered agents address in section 3.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 598A00006252

ROSE & ASSOCIATES, 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 _____
ROSE & ASSOCIATES, 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 5533 Fountains Drive, Lake Worth, Florida 33467. The name and address of the agent for service of process is DAVID M. HARVAT, ESQ.
40 NE 7th Avenue, Delray Beach, FL 33483

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

L&S Rose, Inc. PA7000094055
5533 FOUNTAINS DRIVE South
Lake Worth, FL 33467

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

ROSE & ASSOCIATES, LTD.
5533 Fountains Drive
Lake Worth, FL 33467

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 until January 1, 2040, 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 12 day of January, 1998, effective upon filing same with the Florida Department of State.

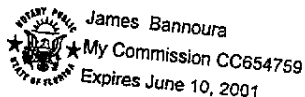
L&S ROSE, INC.,
General Partner

BY: Leonard Rose
LEONARD ROSE, President

FILED
FEB 17 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 12 day of June, 1998, by LEONARD ROSE, President of L&S ROSE, INC., who did execute the foregoing Certificate of Limited Partnership as General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.



[Signature]
Signature - NOTARY PUBLIC

James G Bannoura
Printed Name of NOTARY PUBLIC

CC654759
Commission Number

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for ROSE & ASSOCIATES, 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]
DAVID M. HARRIS

FILED
50 FEB 17 AM 10 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIF.FLP
19/5*4991

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared LEONARD ROSE, President of L&S ROSE, INC., the general partner of ROSE & Associates 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 \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,181,538.

This 12 day of January 1998.

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.

L&S ROSE, INC.,
General Partner

BY: Leonard Rose
LEONARD ROSE, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 12 day of January, 1998, by LEONARD ROSE, President of L&S ROSE, INC., who did execute the foregoing Affidavit of Capital Contributions as General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

 James Bannoura
My Commission CC654759
Expires June 10, 2001

James G. Bannoura
Signature - NOTARY PUBLIC

James G. Bannoura
Printed Name of NOTARY PUBLIC

CC 654759
Commission Number