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CORPORATE
ACCESS,
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Ltd.

1.) Ruben Enterprises, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)
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SPECIAL INSTRUCTIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RUBIN ENTERPRISES, LTD.
A Florida Limited Partnership**

THE UNDERSIGNED, constituting the General Partner of RUBIN ENTERPRISES, LTD., a Florida limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. The name of the Partnership is RUBIN ENTERPRISES, LTD.

2. The address of the office of the Partnership is:

3342 N.E. 171st Street
North Miami Beach, FL 33160

3. The name and address of the agent for the service of process on the Partnership is:

KTG&S REGISTERED AGENT CORPORATION
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

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

Rubin Enterprises, Inc.
3342 N.E. 171st Street
North Miami Beach, FL 33160

5. The mailing address of the Partnership is:

3342 N.E. 171st Street
North Miami Beach, FL 33160

6. The latest date upon which the Partnership will dissolve is December 31, 2048.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of Rubin Enterprises, Ltd. this 23 day of April, 1998.

GENERAL PARTNER:

RUBIN ENTERPRISES, INC.

By: 

Frederick B. Rubin, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Rubin Enterprises, Ltd., a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT
CORPORATION

By: 

Michael Kosnitzky
President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Frederick B. Rubin, President of Rubin Enterprises, Inc., the General Partner of Rubin Enterprises, Ltd., a Florida limited partnership, herein referred to as the "Partnership", who, upon being duly sworn, certified as follows:

1. As of the date hereof, the amount of capital contributions to the Partnership made by the Limited Partners is as follows:

\$ 100,000.00

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

\$ -0-

3. Affiant has executed this Affidavit of Capital Contributions as the duly authorized representative of the General Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

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:

RUBIN ENTERPRISES, INC.

Dated: April 23 1998

By: 

Frederick B. Rubin
President

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