



**THE UNITED STATES  
CORPORATION  
COMPANY**

# A98000001412

ACCOUNT NO. : 072100000032

REFERENCE : 846805 126812A

AUTHORIZATION :

COST LIMIT : \$ 1846.25

*Patricia Pizut*

ORDER DATE : June 8, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 846805-025

CUSTOMER NO: 126812A

CUSTOMER: Jeffrey P. Orlan, Esq  
JEFFREY P. ORLAN, ESQ

Suite 106  
10021 Pines Boulevard  
Pembroke Pines, FL 33024

500002550865--1

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DIVISION OF CORPORATIONS  
98 JUN -8 PM 1:58

DOMESTIC FILING

NAME: ROHO NORTH BEACH LIMITED

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

*A98-1412*

Name	<i>RB-8</i>
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

~~FILE THIRD~~\*\*\*

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98 JUN -8 AM 11:22  
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ROHO NORTH BEACH LIMITED**

a Florida Limited Partnership

The undersigned General Partners, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

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1. The name of the partnership is **ROHO NORTH BEACH LIMITED**.
2. The address of the office of the Partnership and the mailing address of the Partnership is c/o Ross Realty Investments, Inc. 10021 Pines Blvd., Suite 101, Pembroke Pines, Florida 33024.
3. The name and address of the agent for service of process on the partnership is **JEFFREY P. ORLAN**, c/o Jeffrey P. Orlan, P.A., 10021 Pines Blvd., Suite 106, Pembroke Pines, Florida 33024.

4. The names and business addresses of the General Partners are

**B&D Ross Family, Ltd.**  
10021 Pines Blvd., Suite 101  
Pembroke Pines, FL 33024

*A98-1131*

**Lawbar, Inc.**  
3109 Stirling Road #200  
Ft. Lauderdale, FL 33312

*J 10969*

**Sitco Development Limited Partnership**  
3109 Stirling Road #200  
Ft. Lauderdale, FL 33312

*A93-214*

**Orlan Enterprises, Inc.**  
10021 Pines Blvd., Suite 106  
Pembroke Pines, FL 33024

*A94-6158*

**The Gross Family Trust dated June 8, 1996**  
**Alan Gross Trustee**  
8751 W. Broward Blvd. #406  
Plantation, FL 33324

**North Beach SGP, Inc.**  
**c/o Ross Realty Investments, Inc.**  
10021 Pines Blvd., Suite 101  
Pembroke Pines, FL 33024

*A98-51003*

**Skill Realty Investments Inc.**  
2170 Sheepshead Drive  
Naples, FL 34102

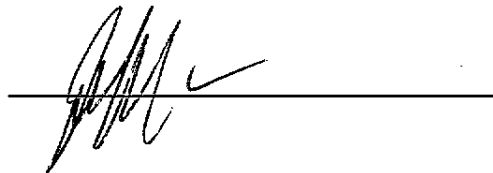
*A98-50084*

5. The latest date upon which the partnership shall dissolve is December 31, 2047.

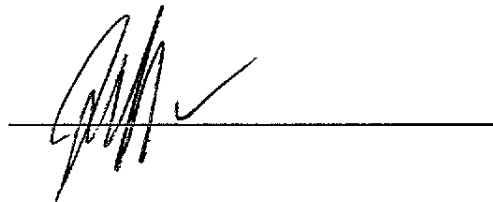
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned General Partners of **ROHO NORTH BEACH LIMITED** this June 5, 1998.

Witness:



Witness:



GENERAL PARTNERS:

**B&D ROSS FAMILY, LTD.,**

A Florida limited partnership

By B&D Family Holdings, Inc., its general partner

By:

  
BARRY ROSS, President

**SITCO DEVELOPMENT LIMITED PARTNERSHIP**

A Florida Limited Partnership

By Silver Development Corp., its general partner

By:

  
DAVID HOLLANDER, President

Witness:

Lou E. Ferguson

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: Alan Gross, Trustee  
ALAN GROSS, Trustee

Witness:

\_\_\_\_\_

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:

\_\_\_\_\_

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

Witness:

\_\_\_\_\_

**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JEFFREY ORLAN, President

Witness:

\_\_\_\_\_

**NORTH BEACH SGP, INC.**  
A Florida corporation

By: \_\_\_\_\_  
BARRY ROSS, President

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Having been named as registered agent for **ROHO NORTH BEACH LIMITED., A**  
Florida limited partnership (the "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

Witness:

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_

ALAN GROSS, Trustee

Witness:

**LAWBAR, INC.**

A Florida corporation

By: \_\_\_\_\_

WALTER HOLLANDER, President

Witness:

**SKILL REALTY INVESTMENTS, INC.**

A Florida corporation

By: \_\_\_\_\_

JAMES LOSKILL, President

Witness:

**ORLAN ENTERPRISES, INC.**

A Florida corporation

By: \_\_\_\_\_

JEFFREY ORLAN, President

Witness:

**NORTH BEACH SGP, INC.**

A Florida corporation

By: \_\_\_\_\_

BARRY ROSS, President

Having been named as registered agent for **ROHO NORTH BEACH LIMITED.**  
Florida limited partnership (the "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

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Witness:

**THE GROSS FAMILY TRUST** dated  
**June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_

ALAN GROSS, Trustee

Witness:

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_

WALTER HOLLANDER, President

Witness:

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_

JAMES LOSKILL, President

Witness:

**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By: \_\_\_\_\_

JEFFREY ORLAN, President

Witness:

**NORTH BEACH SPGP, INC.**  
A Florida corporation

By: \_\_\_\_\_

BARRY ROSS, President

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Having been named as registered agent for **ROHO NORTH BEACH LIMITED., A**  
Florida limited partnership (the "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

Witness:

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_  
ALAN GROSS, Trustee

Witness:

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

Witness:

**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JEFFREY ORLAN, President

Witness:

**NORTH BEACH SPGP, INC.**  
A Florida corporation

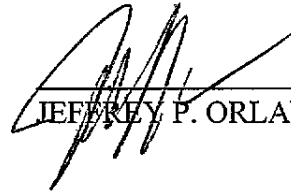
By: \_\_\_\_\_  
BARRY ROSS, President

Having been named as registered agent for **ROHO NORTH BEACH LIMITED**,  
Florida limited partnership (the "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

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performance of the duties of registered agent.

REGISTERED AGENT:

  
\_\_\_\_\_  
JEFFREY P. ORLAN

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**AFFIDAVIT OF CAPITAL CONTRIBUTION**

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BROWARD )

BEFORE ME, the undersigned, personally appeared BARRY ROSS as President of B&D Family Holding, Inc. Which is the general partner of **B&D ROSS FAMILY LIMITED**, DAVID HOLLANDER as President of Silver Development Corp., which is the general partner of **SITCO DEVELOPMENT LIMITED PARTNERSHIP**, ALAN GROSS as Trustee of **THE GROSS FAMILY TRUST DATED JUNE 8, 1996**, ALAN GROSS TRUSTEE, WALTER HOLLANDER as President of **LAWBAR, INC.**, JEFFREY P. ORLAN as President of **ORLAN ENTERPRISES, INC.**, JAMES LOSKILL as President of **SKILL REALTY INVESTMENTS, INC.**, and BARRY ROSS as President of **NORTH BEACH SPGP, INC.**, the General Partners of **ROHO NORTH BEACH LIMITED**, a Florida limited partnership(the "Partnership"), who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the Partnership made by all of the Limited Partners is as follows:

\$2,470,000.00

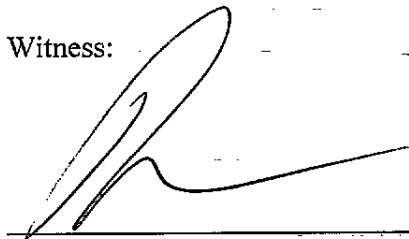
The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

\$-0-

FURTHER, AFFIANT SAYETH NAUGHT.

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.

Witness:



GENERAL PARTNERS:

**B&D ROSS FAMILY, LTD.,**  
A Florida limited partnership  
BY B&D Family Holdings, Inc., its general partner

By:

  
BARRY ROSS, President

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Witness:



**SITCO DEVELOPMENT LIMITED  
PARTNERSHIP**

A Florida Limited Partnership  
By Silver Development Corp., its general  
partner

By:   
DAVID HOLLANDER, President

Title: \_\_\_\_\_

Witness:

\_\_\_\_\_

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_  
ALAN GROSS, Trustee

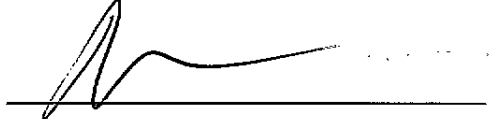
Witness:

\_\_\_\_\_

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:



**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By:   
JEFFREY ORLAN, President

Witness:

\_\_\_\_\_

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

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Witness:

\_\_\_\_\_

**SITCO DEVELOPMENT LIMITED  
PARTNERSHIP**

A Florida Limited Partnership

By Silver Development Corp., its general  
partner

By: \_\_\_\_\_  
DAVID HOLLANDER, President

Title: \_\_\_\_\_

Witness:

Lori E Ferguson

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: Alan Gross, Trustee  
ALAN GROSS, Trustee

Witness:

\_\_\_\_\_

**LAWBAR, INC.**

A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:

\_\_\_\_\_

**ORLAN ENTERPRISES, INC.**

A Florida corporation

By: \_\_\_\_\_  
JEFFREY ORLAN, President

Witness:

\_\_\_\_\_

**SKILL REALTY INVESTMENTS, INC.**

A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

Witness:

**SITCO DEVELOPMENT LIMITED  
PARTNERSHIP**

A Florida Limited Partnership

By Silver Development Corp., its general  
partner

By: \_\_\_\_\_  
DAVID HOLLANDER, President

Title: \_\_\_\_\_

Witness:

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_  
ALAN GROSS, Trustee

Witness:

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:

**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JEFFREY ORLAN, President

Witness:

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

Witness:

**SITCO DEVELOPMENT LIMITED  
PARTNERSHIP**

A Florida Limited Partnership  
By Silver Development Corp., its general  
partner

By: \_\_\_\_\_  
DAVID HOLLANDER, President

Title: \_\_\_\_\_

Witness:

**THE GROSS FAMILY TRUST dated  
June 8, 1996 ALAN GROSS TRUSTEE**  
A Florida Trust

By: \_\_\_\_\_  
ALAN GROSS, Trustee

Witness:

**LAWBAR, INC.**  
A Florida corporation

By: \_\_\_\_\_  
WALTER HOLLANDER, President

Witness:

**ORLAN ENTERPRISES, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JEFFREY ORLAN, President

Witness:

**SKILL REALTY INVESTMENTS, INC.**  
A Florida corporation

By: \_\_\_\_\_  
JAMES LOSKILL, President

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Witness:

[Signature]

**NORTH BEACH SPGP, INC.**

A Florida corporation

By: [Signature]

BARRY ROSS, President

The foregoing Affidavit was subscribed and acknowledged before me by BARRY ROSS, as President of B&D FAMILY HOLDINGS, INC., which is the general partner of B&D ROSS FAMILY, LTD., General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on 6-05, 1998.

Genevieve A Kirk

Notary Public, State of Florida

My Commission Expires:



Genevieve A Kirk  
My Commission CC617393  
Expires January 29, 2001

The foregoing Affidavit was subscribed and acknowledged before me by DAVID HOLLANDER, as President of Silver Development Corp. which is the general partner of SITCO DEVELOPMENT LIMITED PARTNERSHIP, a Florida Limited Partnership, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on 6-05, 1998.

Genevieve A Kirk

Notary Public, State of Florida

My Commission Expires:



Genevieve A Kirk  
My Commission CC617393  
Expires January 29, 2001

The foregoing Affidavit was subscribed and acknowledged before me by ALAN GROSS, as Trustee of THE GROSS FAMILY TRUST DATED JUNE 8, 1998 ALAN GROSS TRUSTEE, a Florida Trust, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

Notary Public, State of Florida

My Commission Expires:

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98 JUN -8 PM 1:59

Witness:

**NORTH BEACH SPGP, INC.**

A Florida corporation

By: \_\_\_\_\_  
BARRY ROSS, President

The foregoing Affidavit was subscribed and acknowledged before me by BARRY ROSS, as President of B&D FAMILY HOLDINGS, INC., which is the general partner of B&D ROSS FAMILY, LTD., General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by DAVID HOLLANDER, as President of Silver Development Corp. which is the general partner of SITCO DEVELOPMENT LIMITED PARTNERSHIP, a Florida Limited Partnership, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by ALAN GROSS, as Trustee of THE GROSS FAMILY TRUST DATED JUNE 8, 1998 ALAN GROSS TRUSTEE, a Florida Trust, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on JUNE 3, 1998.



Tricia Jo Alvarez  
Notary Public, State of Florida  
My Commission Expires: 5/5/02

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The foregoing Affidavit was subscribed and acknowledged before me by WALTER  
\*HOLLANDER, as President of LAWBAR, INC., a Florida corporation, General Partner of ROHO  
NORTH BEACH LIMITED who is personally known to me and who did take an oath, on June  
5, 1998.

Genevieve A Kirk

Notary Public, State of Florida  
My Commission Expires:



Genevieve A Kirk  
My Commission CC617393  
Expires January 29, 2001

The foregoing Affidavit was subscribed and acknowledged before me by JEFFREY  
ORLAN, as President of ORLAN ENTERPRISES, INC., a Florida corporation, General Partner of  
ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on 6-05  
16-05, 1998.

Genevieve A Kirk

Notary Public, State of Florida  
My Commission Expires:



Genevieve A Kirk  
My Commission CC617393  
Expires January 29, 2001

The foregoing Affidavit was subscribed and acknowledged before me by JAMES  
LOSKILL, as President of SKILL REALTY INVESTMENTS, INC., a Florida corporation,  
General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who  
did take an oath, on \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by BARRY ROSS,  
as President of NORTH BEACH SGP, INC., a Florida corporation, General Partner of ROHO  
NORTH BEACH LIMITED who is personally known to me and who did take an oath,  
on 6-05, 1998.

Genevieve A Kirk

Notary Public, State of Florida  
My Commission Expires:



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DIVISION OF STATE  
CORPORATIONS  
Genevieve A Kirk  
My Commission CC617393  
Expires January 29, 2001



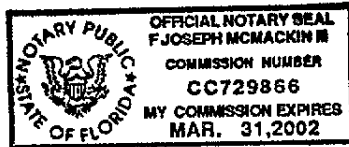
The foregoing Affidavit was subscribed and acknowledged before me by WALTER HOLLANDER, as President of LAWBAR, INC., a Florida corporation, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

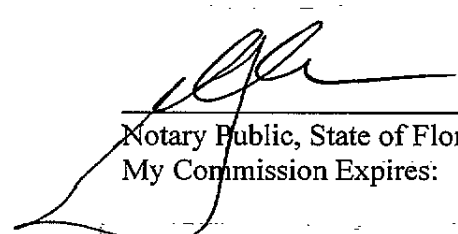
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by JEFFREY ORLAN, as President of ORLAN ENTERPRISES, INC., a Florida corporation, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by JAMES LOSKILL, as President of SKILL REALTY INVESTMENTS, INC., a Florida corporation, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on JUNE 4, 1998.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by BARRY ROSS, as President of NORTH BEACH SPGP, INC., a Florida corporation, General Partner of ROHO NORTH BEACH LIMITED who is personally known to me and who did take an oath, on \_\_\_\_\_, 1998.

\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

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