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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.
076103002011

ACCT#:

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FAX #:

NAME: ~~RECHMAN~~ ROYAL PALM LIMITED PARTNERSHIP

AUDIT NUMBER.....H98000018472

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1

PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

ROYAL PALM KEY LIMITED PARTNERSHIP

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

The name of the Limited Partnership is:

ROYAL PALM KEY LIMITED PARTNERSHIP

1. (a) The address of the office of the Partnership at which place the records shall be maintained is:

***120 South Olive
Suite 300
West Palm Beach, Florida 33401***

(b) The name and address of the Partnership's agent for service of process is:

***Leon J. Wolfe, Esq.
c/o Berman, Wolfe & Rennert, P.A.
35th Floor, NationsBank Tower
100 Southeast Second Street
Miami, FL 33131-2130***

2. The name and address of the General Partner is:

***THE RICHMAN GROUP OF FLORIDA, INC.
120 South Olive
Suite 300
West Palm Beach, Florida 33401***

Prepared By:
***Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, #3500
Miami, Florida 33131-2130
Phone: (305) 577-4167***

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3. The mailing address for the Limited Partnership is:

c/o The Richman Group of Florida, Inc.
120 South Olive, Suite 300
West Palm Beach, Florida 33401

4. The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2048, unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partner has hereto executed this Certificate as of the 7 day of October, 1998.

GENERAL PARTNER:

[CORPORATE SEAL]

THE RICHMAN GROUP OF FLORIDA, INC.,
a Florida corporation

By: David Salzman
David Salzman, Vice President

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this 7th day of October, 1998, by David Salzman, as Vice President of THE RICHMAN GROUP OF FLORIDA, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

Ann H. McGuire
NOTARY PUBLIC, STATE OF CONNECTICUT
ANN H. MCGUIRE
NOTARY PUBLIC
MY COMMISSION EXPIRES
JANUARY 31, 2003

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Leon J. Wolfe
Registered Agent
Dated: October 7, 1998

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AFFIDAVITSTATE OF CONNECTICUT }
COUNTY OF }

BEFORE ME, a Notary Public, personally appeared David Salzman, as Vice President of THE RICHMAN GROUP OF FLORIDA, INC. (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of THE RICHMAN GROUP OF FLORIDA, INC., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name ROYAL PALM KEY LIMITED PARTNERSHIP.
3. The capital contribution of the initial sole limited partner is \$1,000. There are no additional contributions at this time.
4. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

THE RICHMAN GROUP OF FLORIDA, INC.,
a Florida corporationBy: David Salzman
David Salzman, Vice PresidentSTATE OF CONNECTICUT
COUNTY OF FAIRFIELD

The foregoing instrument was acknowledged before me this 2nd day of October, 1998, by David Salzman as Vice President of RICHMAN GROUP OF FLORIDA, INC., a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:

ANN H. McGUIRE
NOTARY PUBLIC
MY COMMISSION EXPIRES
JANUARY 31, 2003Ann H. McGuire
NOTARY PUBLIC, STATE OF CONNECTICUTFILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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