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December 3, 1998

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT
60000203556--3
-12/04/98--01084--005
***1837.50 ***1837.50

Re: RH & GH Limited Partnership

Gentlemen:

Enclosed is an original and one copy of the Certificate of Limited Partnership of RH & GH Limited Partnership, an Affidavit of Capital Contributions and a check in the amount of \$1,837.50 payable to the Florida Secretary of State, representing the \$1,750.00 filing fee, \$35.00 for designation of agent and \$52.50 for a certified copy of the Certificate of Limited Partnership. Kindly accept the enclosed for filing.

Please return a certified copy of the Certificate of Limited Partnership to the undersigned at your convenience. If you have any questions, please feel free to call.

Thank you for your cooperation in this matter.

Sincerely,


James Sopko

JS/sla

Enclosures

cc: Mr. Robert Haagenson

[m:\haagenson\tr-state.lim]

FILED
98 DEC 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

JAMES SOPKO
KRAMER, SEWELL, SOPKO & LEVENSTEIN, P.A.
P.O. BOX 2421
STUART, FL 34995

SUBJECT: RH & GH LIMITED PARTNERSHIP
Ref. Number: W98000027301

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for RH & GH LIMITED PARTNERSHIP and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 198A00057797

KRAMER, SEWELL, SOPKO & LEVENSTEIN, P.A.

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December 17, 1998

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

VIA UPS OVERNIGHT

FILED
98 DEC 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attn: Cathy A. Mitchell, Corporate Specialist

Re: RH & GH Limited Partnership

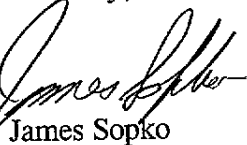
Dear Ms. Mitchell:

Enclosed is an original and one copy of the Certificate of Limited Partnership of RH & GH Limited Partnership, an Affidavit of Capital Contributions and your letter dated December 8, 1998 rejecting our original filing because the corporate General Partner was not recognized in Florida Articles of Incorporation for the corporate General Partner using a new named were filed with your office today, December 17, 1998. Kindly accept the enclosed for filing and return a certified copy of the Certificate of Limited Partnership to the undersigned.

If you have any questions, please feel free to call.

Thank you for your cooperation in this matter.

Sincerely,



James Sopko

JS/sla

Enclosures

cc: Mr. Robert Haagenon

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a Limited Partnership pursuant to the laws of the State of Florida, certify as follows:

1. **Name of Limited Partnership**

The name of the Limited Partnership is **RH & GH LIMITED PARTNERSHIP**

2. **Office for Maintenance of Business Records**

The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is **4171 SE St. Lucie Boulevard, Stuart, FL 34997**.

3. **Agent for Service of Process**

The name and address of the Partnership's agent for service of process in Florida is **James Sopko, Esquire, 2307 S.E. Monterey Road, Stuart, FL 34996**.

4. ⁹⁹⁸⁻¹⁰⁴⁸⁴⁶
General Partners

The name and business address of the General Partner in the Limited Partnership is **HAAGFAM CORP., 4171 SE St. Lucie Boulevard, Stuart, FL 34997**.

5. **Address of Partnership**

The mailing address of the Limited Partnership is **4171 SE St. Lucie Boulevard, Stuart, FL 34997**.

6. **Date of Dissolution**

The latest date in which the Limited Partnership is to dissolve is December 31, 2050.

FILED
DEC 21 AM 8:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

7. **Effective Date**

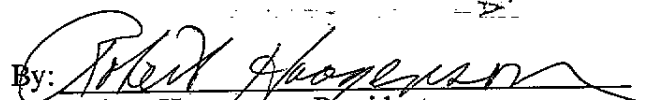
This certificate will become effective, and the Limited Partnership will be formed, upon filing with the Secretary of State.

Dated: December 17, 1998.

Stuart, Florida

General Partner:
HAAGFAM CORP.

By:

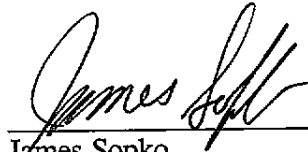

Robert Haagenson, President

FILED
98 DEC 21 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF AGENT FOR SERVICE OF PROCESS

Having been named to accept service of process for RH & GH LIMITED PARTNERSHIP, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 17 day of December, 1998.


James Sopko
Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, who is the President of HAAGFAM CORP., a Florida corporation, the sole general partner of RH & GH Limited Partnership, a Florida Limited Partnership (the "Partnership"), declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

1. The original Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
Robert Haagenon and Geraldine Haagenon	\$2,000,000.00

2. It is not anticipated that additional contributions by Limited Partners will be made in the future.

Dated: December 17, 1998
Stuart, Florida

General Partner
HAAGFAM CORP., a Florida Corporation

By: *Robert Haagenon*
Robert Haagenon, President

STATE OF FLORIDA
COUNTY OF MARTIN

On this 17 day of December, 1998, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared ROBERT HAAGENSON, the President of HAAGFAM CORP., a Florida Corporation, the General Partner of RH & GH LIMITED PARTNERSHIP, who is [] personally known to me, [x] produced a Florida Driver's License, or [] produced _____ as identification, and who is the person whose name is subscribed to the within instrument and who acknowledged that he executed the same on behalf of the General Partner of the Partnership.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(NOTARY SEAL)

Sondra L. Arslan
MY COMMISSION # CC510604 EXPIRES
November 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Sondra L. Arslan
SONDRA L. ARSLAN

I am a Notary Public of the State of Florida,
having a commission number of CC 510604
and my commission expires 11/20/99.

