



THE UNITED STATES
CORPORATION
COMPANY

A99000001302

ACCOUNT NO. : 072100000032

REFERENCE : 336021 126812A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 10, 1999

ORDER TIME : 10:32 AM

ORDER NO. : 336021-005

CUSTOMER NO: 126812A

CUSTOMER: Jeffrey P. Orlan, Esq
JEFFREY P. ORLAN, ESQ
JEFFREY P. ORLAN, ESQ
Suite 106
10021 Pines Boulevard
Pembroke Pines, FL 33024

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 AUG 10 PM 1:49

DOMESTIC FILING

NAME: ROHO FLAMINGO, LTD.

EFFECTIVE DATE:

100002955781--5
-08/10/99--01045--024
***1846.25 ***1846.25

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

8/10/99

BK

RECEIVED
99 AUG 10 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ROHO FLAMINGO, LTD.**

a Florida Limited Partnership

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

1. The name of the partnership is **ROHO FLAMINGO, LTD.**
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 name and business address of the General Partners are:

ORLAN ENTERPRISES, INC.

10021 Pines Blvd., Suite 106 and
Pembroke Pines, FL 33024

ROHO DEVELOPMENT, LIMITED

3109 Stirling Road, Suite 200
Ft. Lauderdale, FL 33312

5. The latest date upon which the partnership shall dissolve is December 31, 2049.

The execution of this Certificate by the undersigned General Partners 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 being all of the General Partners of **ROHO FLAMINGO, LTD.**

this August 5, 1999.

Witnesses:

HAL COHEN
Jennifer Gomez

ORLAN ENTERPRISES, INC.,
A Florida corporation

By: Jeffrey P. Orlan
Jeffrey P. Orlan, President

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ROHO DEVELOPMENT, LTD.

By: Silver Development, Inc.,
its general partner

By: David G. Hollander
David G. Hollander, President

Donna Tevett
D. Mastroianni

By: Ross Realty Investments, Inc.
its general partner

By: Barry Ross
Barry Ross, President

HAL COHEN
Jennifer Gomez

Having been named as registered agent for **ROHO FLAMINGO, LTD.**,
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
performance of the duties of registered agent.

REGISTERED AGENT:

Jeffrey P. Orlan
JEFFREY P. ORLAN

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

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BEFORE ME, the undersigned, personally appeared Jeffrey P. Orlan as President of Orlan Enterprises, Inc.; David G. Hollander as President of Silver Development Corp., which is a general partner of ROHO Development, Limited; and Barry Ross as President of Ross Realty Investments, Inc. which is a general partner of ROHO Development, Limited; the General Partners of ROHO Flamingo, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certify as follows:

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

\$2,000,000.00

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

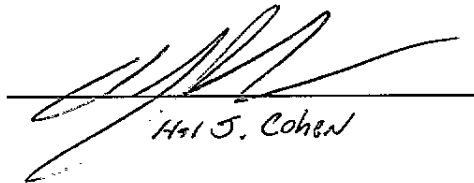
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FURTHER, AFFIANT SAYETH NAUGHT.

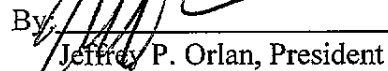
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

Witness:


H. J. Cohen

ORLAN ENTERPRISES, INC.,
a Florida corporation

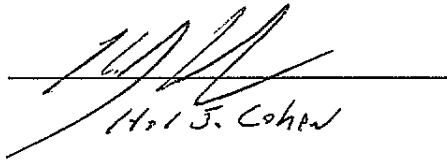
By: 
Jeffrey P. Orlan, President

Witness:

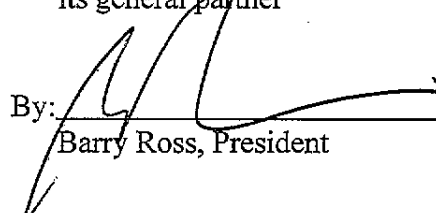

M. Mastrianni

ROHO DEVELOPMENT, LIMITED
By: Silver Development, Inc.,
its general partner

By: 
David G. Hollander, President


H. J. Cohen

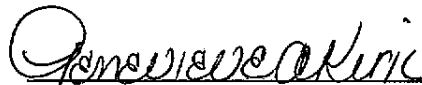
By: Ross Realty Investments, Inc.
its general partner

By: 
Barry Ross, President

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The foregoing Affidavit was subscribed and acknowledged before me by Jeffrey P. Orlan, as President of Orlan Enterprises, Inc., which is a general partner of ROHO Flamingo, Ltd. who is personally known to me and who did take an oath, on 8-04-99, 1999.



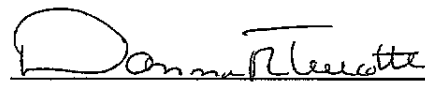

Notary Public, State of Florida
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by Barry Ross, as President of Ross Realty Investments, Inc., general partner of ROHO Development, Limited, which is a general partner of ROHO Flamingo, Ltd. who is personally known to me and who did take an oath, on 8-4-99, 1999.




Notary Public, State of Florida
My Commission Expires:

The foregoing Affidavit was subscribed and acknowledged before me by David Hollander, President of Silver Development Corp., general partner of ROHO Development, Limited, which is a general partner of ROHO Flamingo, Ltd. who is personally known to me and who did take an oath, on August 6th, 1999.


Notary Public, State of Florida *New York*
My Commission Expires:

Donna N. Turcotte
Notary Public, State of New York
Warren County, No. 4981073
Commission Expires 5/6/01