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FLORIDA LIMITED PARTNERSHIP

Raffel Investment Enterprises, Ltd.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 13, 1999

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

SUBJECT: RAFFEL INVESTMENT ENTERPRISES, LTD.
REF: W99000018772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name of the Limited Partnership must be identical throughout the document.,

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) 487-6967.

Michelle Hodges
Document Specialist

FAX Aud. #: H99000019296
Letter Number: 999A00040962

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
RAFFEL INVESTMENT ENTERPRISES, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is RAFFEL Investment Enterprises, Ltd.
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is 19331 NE 19th Place, North Miami Beach, FL 33179.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Forrest B. Raffel, 19331 NE 19th Place, North Miami Beach, Florida 33179.
4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNERS

BUSINESS ADDRESS

Forest B. Raffel
Irrevocable Trust,
Forrest B. Raffel, Trustee

1380 N.E. Miami Gardens Drive
Suite 207
Miami, Florida 33179

Leroy B. Raffel
Irrevocable Trust,
Leroy B. Raffel, Trustee

1380 N.E. Miami Gardens Drive
Suite 207
Miami, Florida 33179

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Prepared by:

Dan P. Heller, Esq., FL Bar #0472220
Ruden McClosky, et al.
701 Brickell Ave., Suite 1900
Miami, Florida 33131
(305) 789-2700

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5. A mailing address for the Partnership is as follows:

RAFFEL Investment Enterprises, Ltd.
1380 N. E. Miami Gardens Drive
Suite 207
Miami, Florida 33179

6. The latest date upon which the Partnership is to dissolve is December 31, 2050, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 30 day of July, 1999.

GENERAL PARTNERS:

FORREST B. RAFFEL IRREVOCABLE TRUST

Forrest B. Raffel
Forrest B. Raffel, Trustee

LEROY B. RAFFEL IRREVOCABLE TRUST

Leroy B. Raffel
Leroy B. Raffel, Trustee

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ACCEPTANCE OF APPOINTMENT

AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of RAFFEL Investment Enterprises, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 3rd day of July, 1999.

Forrest B Raffel
FORREST B. RAFFEL, Registered Agent

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
RAFFEL INVESTMENT ENTERPRISES, LTD.**

The undersigned, constituting the General Partners of RAFFEL Investment Enterprises, Ltd., (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$1,000,000. No additional capital contribution is anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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 PARTNERS:

FORREST B. RAFFEL IRREVOCABLE TRUST

Forrest B. Raffel
Forrest B. Raffel, Trustee

LEROY B. RAFFEL IRREVOCABLE TRUST

Leroy B. Raffel
Leroy B. Raffel, Trustee

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