

CERTIFICATE OF LIMITED PARTNERSHIP
OF
R.I.C. PROPERTIES, LTD.

This Certificate of Limited Partnership is made March 29, 1984, by and among Realty Income Corporation, a California corporation, Corporate General Partner William E. Clark as General Partners and Evelyn J. Clark as the Limited Partner.

1. The General and Limited Partners have formed a limited partnership (the "Partnership") pursuant to the provisions of the California Uniform Limited Partnership Act as set forth in Title 2, Chapter 2, of the California Corporations Code, upon the terms and conditions set forth herein.

2. The name of the partnership is "R.I.C. Properties, Ltd.", and its offices and principal place of business is 200 W. Grand Avenue, Balcony A, Escondido, California 92025.

3. The partnership commenced operations as of March 29, 1984 (the "effective date") and shall continue for a period ending December 31, 2050.

4. The principal purpose of the Partnership is to acquire, hold title, own, lease, improve, mortgage, and sell real and personal property.

5. General and Limited Partners

(a) General Partners. The names and places of business of the General Partners are as follows:

Realty Income Corporation
200 West Grand Avenue, Balcony A
Escondido, California 92025

William E. Clark
200 West Grand Avenue, Balcony A
Escondido, California 92025

(b) Limited Partner. The name and place of business of the Limited Partner is:

Evelyn J. Clark
200 West Grand Avenue, Balcony A
Escondido, California 92025

6. Any deed, bill of sale, mortgage, deed of trust, lease agreement, contract of sale, or other commitment purporting to convey or encumber the interest of the partnership in all or in any real or personal property at any time held in its name, and any other

Land Title

contract, check, draft, document, communication or notice to which the partnership is a party, may be signed by any one of the general partners acting alone or on behalf of the partnership.

IN WITNESS WHEREOF, the certificate executed this 19th day of April, 1984.

Corporate General Partner:
REALTY INCOME CORPORATION

By: [Signature]
William E. Clark, President

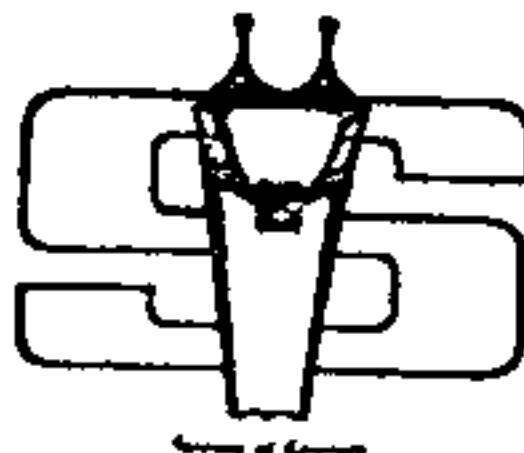
Date: April 19, 1984

Acknowledgment by Corporation which is a General Partner
STATE OF CALIFORNIA
COUNTY OF San Diego

On April 19th, 1984, before me, the undersigned, a Notary Public in and for said County and State, personally appeared William E. Clark known to me (or proved to me on the basis of satisfactory evidence) to be the President, and Secretary of the corporation that executed the within instrument and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such corporation executed the within instrument pursuant to its By-Laws or a Resolution of its Board of Directors, said corporation being known to me to be a general partner of R.I.C. Properties Ltd a partnership, the partnership that executed the within instrument, and acknowledged to me that such corporation executed the same as such partner and that such partnership executed the same.

WITNESS my hand and official seal.

Terry L. King
SD 37A Notary Public in and for said County and State



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1984 OCT 31 PM 3:46

Thomas W. [Signature]
JUDGE OF PROBATE

Rec. 5.00
Ind. 1.00
6.00