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*OF COUNSEL

REPLY TO: X

4551 PONCE DE LEON BLVD.
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MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

April 13, 2005

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

**Re: *Krome Estates II Partnership, LLLP;*
Krome Estates II, Ltd.; and
*Krome Estates II Management Corp.***

Dear Gretchen:

Enclosed please find the following:

1. Articles of Organization for Krome Estates II Partnership, Ltd.;
2. Check in the amount of \$157.50 for the filing of the Partnership;
3. Articles of Incorporation for Krome Estates II Management Corp.;
4. Check in the amount of \$78.75 for the filing of Krome Estates II Management Corp.;
5. Statement of Qualification for Krome Estates II Partnership, LLLP; and
6. Check in the amount of \$25.00 for the filing of Krome Estates II Partnership, LLLP.

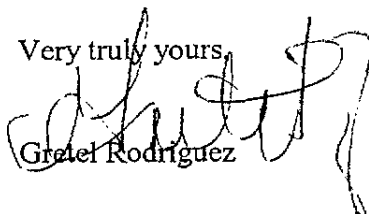
Please provide us with a certificate of Good Standing for the corporation and the limited partnerships. PLEASE SEND ME THE ORIGINALS VIA FEDERAL EXPRESS WITH THE ENCLOSED FEDERAL EXPRESS AIRBILL FOR FRIDAY DELIVERY

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,

Gretel Rodriguez



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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
KROME ESTATES II PARTNERSHIP, LTD.**

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certify and swear in this Certificate of Limited Partnership to the following:

1. **NAME.**

The name of the Limited Partnership is:

KROME ESTATES II PARTNERSHIP, LTD.

2. **REGISTERED AGENT.**

The name and address of the Registered Agent for the Limited Partnership is:

A&A Registered Agent, Inc.
c/o Gretel Rodriguez, President
4551 Ponce de Leon Boulevard
Coral Gables, Florida 33146

3. **GENERAL PARTNER.**

The name and business address of the general partner is as follows:

KROME ESTATES II MANAGEMENT CORP. ✓
c/o Pedro J. Adrian, President
2450 S.W. 137th Avenue, Suite 228
Miami, Florida 33175

4. **MAILING ADDRESS.**

The mailing address for the Limited Partnership is as follows:

2450 S.W. 137th Avenue, Suite 228
Miami, Florida 33175

*Document Prepared By:
Richard A. Alayon, Esq.
Florida Bar No.: 934290
Alayon & Associates, P.A.
4551 Ponce de Leon Boulevard
Coral Gables, Florida 33146
Tel: (305) 221-2110
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Email: ralayon@alayonlaw.com*

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5. **PRINCIPAL BUSINESS ADDRESS.**

The principal business address for the Limited Partnership is as follows:

2450 S.W. 137th Avenue, Suite 228
Miami, Florida 33175

6. **DISSOLUTION DATE.**

The latest date upon which the Limited Partnership is to dissolve is April 6, 2055.

IN WITNESS WHEREOF, the General Partner has caused this Certificate of Limited Partnership to be executed at Miami, Florida, this ___ day of April, 2005.

KROME ESTATES II MANAGEMENT CORP., a Florida corporation

By: 

Pedro J. Adrian, President

ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for KROME ESTATES II PARTNERSHIP, LTD., a Florida limited liability partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 13th day of April, 2005.

By: 

Gretel Rodriguez, President
A&A Registered Agent, Inc.

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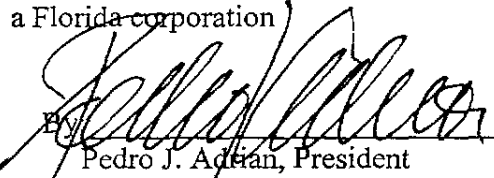
AFFIDAVIT

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

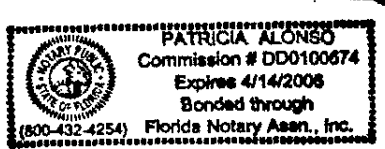
The undersigned General Partner of KROME ESTATES II PARTNERSHIP, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

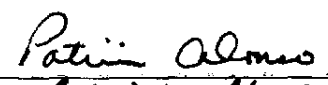
The total capital contributions of the limited partners of the Limited Partnership through this date is ONE THOUSAND DOLLARS (\$1,000), and the anticipated future capital contributions of the limited partners to the Limited Partnership is NINE THOUSAND DOLLARS (\$9,000).

KROME ESTATES II MANAGEMENT
CORP.,

a Florida corporation

Pedro J. Adrian, President

The foregoing instrument was subscribed and sworn to before me by Pedro J. Adrian, President of KROME ESTATES II Management Corp. on behalf of KROME ESTATES II PARTNERSHIP, LTD., this 13th day of April, 2005. He is personally known to me, or has produced his Florida Driver's License as identification and did take an oath.




Name: PATRICIA ALONSO
Notary Public
State of Florida at Large

My Commission Expires:

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