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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 SEP 30 PM 1:56



ACCOUNT NO. : 072100000032

REFERENCE : 548054 4381472

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 140.00

ORDER DATE : September 30, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 548054-005

CUSTOMER NO: 4381472

900002307759--8

CUSTOMER: Ms. Laurie Bergstresser
BROAD AND CASSEL

Suite 1100
390 North Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: METRO PLACE II, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

Name	PLAIN STAMPED COPY
Availability	CERTIFICATE OF GOOD STANDING
CONTACT PERSON	Christopher Smith
Examiner	KWM
Updater	KWM
Updater	
Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

EXAMINER'S INITIALS:

KWM

REC'D
97 SEP 30 AM
DIVISION OF COMP.

CERTIFICATE OF LIMITED PARTNERSHIP
OF
METRO PLACE II, LTD.

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Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of METRO PLACE II, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be METRO PLACE II, LTD.
2. The address of the office where records shall be kept shall be 3200 South Hiawasse Road, Suite 206, Orlando, Florida 32835. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.
3. The name and the business address of the General Partner is:

METRO PLACE II, INC., a Florida corporation - 997-83206
3200 South Hiawasse Road
Suite 206
Orlando, Florida 32801
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802-4961.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2047.
6. This Agreement has been executed by the undersigned effective as of the 25th day of September, 1997.

GENERAL PARTNER:


METRO PLACE II, INC., a Florida corporation

By: Eugene Joseph McKinney
Eugene Joseph McKinney,
Vice President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for METRO PLACE II, LTD. the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC., a
Florida corporation

By: 
Randal M. Alligood, Vice
President

Dated this 29th day of September, 1997.

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AFFIDAVIT

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OF

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CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of METRO PLACE II, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of METRO PLACE II, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

METRO PLACE II, INC., a Florida corporation

By: Eugene Joseph McKinney
Eugene Joseph McKinney,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by Eugene Joseph McKinney, a Vice President of Metro Place II, Inc., a Florida corporation, the General Partner of Metro Place II, Ltd., a Florida limited partnership, and who is personally known to me.

Mary B Meola
Notary Public
My Commission Expires:
Print, type or stamp name of notary

