

THE HERRICK COMPANY, INC AN INVESTMENT COMPANY A98000001152

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810
(561) 241-9880 FAX (561) 241-9887

Morristown, NJ
(201) 539-1390

Beverly Hills, CA
(310) 273-9525

VIA FEDERAL EXPRESS

May 6, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

7000002515597--2
-05/07/98--01085--003 I
*****385.00 *****96.25

Re: **CERTIFICATES OF LIMITED PARTNERSHIP FOR THE FOLLOWING:**

NH6 GROUP II, LTD.
NH6 GROUP III, LTD.

NH6 GROUP IV, LTD.
NH6 GROUP V, LTD.

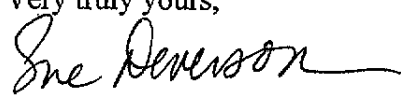
FILED
 98 MAY -7 PM 4:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for each of the above referenced limited partnerships, together with a check in the total amount of \$385.00 which represents the filing fee of \$52.50 for each limited partnership, the registered agent fee of \$35.00 for each limited partnership, and \$8.75 for a Certificate of Status for each limited partnership.

Please return a filed copy of the Certificate of Limited Partnership and the Affidavit of Capital Contributions, and the Certificate of Status for each of the above referenced limited partnerships to me at the above street address via Federal Express. Our Federal Express account number is 1065-0238-2.

Thank you for your assistance with this matter.

Very truly yours,

 Sue Deverson, CLA
 Certified Legal Assistant

/sd
 Enclosures
 c: Mr. Bob Klein w/enclosure
 \corporatestate47.ltr

A98-1152

Name	025-11
Availability	
Document Examiner	OR
Updater	OR
Updater Verifier	OR
Acknowledgment	OR
W. P. V.	

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NH6 GROUP II, LTD.**

This Certificate of Limited Partnership is executed and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is:

NH6 Group II, Ltd.

2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Norton Herrick
The Herrick Company, Inc.
2295 Corporate Boulevard, N.W., Suite 222
Boca Raton, Florida 33431

3. The limited partnership has one general partner. The name and business address of the general partner is:

G-P NH6 Group II, Inc.
2295 Corporate Boulevard, N.W., Suite 222
Boca Raton, Florida 33431

4. The mailing address for the limited partnership is:

2295 Corporate Boulevard, N.W., Suite 222
P.O. Box 5010
Boca Raton, Florida 33431-0810

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2060.

The undersigned general partner has executed this Certificate of Limited Partnership as of the 6th day of May, 1998.

GENERAL PARTNER:

G-P NH6 Group II, Inc.,
a Florida corporation

By: _____

Norton Herrick, President

The undersigned accepts the foregoing designation as the agent for service of process on NH6 Group II, Ltd., and agrees to act in that capacity.

THE HERRICK COMPANY, INC.

By: _____

Norton Herrick
Chief Executive Officer

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TALLAHASSEE, FLORIDA

898-42156

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned president of G-P NH6 Group II, Inc., a Florida corporation, which is the general partner of NH6 Group II, Ltd., a Florida limited partnership, certifies:

1. That he is the President of G-P NH6 Group II, Inc., a Florida corporation and in that capacity has full authority to sign this Affidavit on behalf of the corporation.
2. That G-P NH6 Group II, Inc. is the sole general partner of NH6 Group II, Ltd., a Florida limited partnership.
3. That the amount of the capital contributions of the limited partners and the total amount anticipated to be contributed by the limited partners to NH6 Group II, Ltd. at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 6th day of May, 1998.

GENERAL PARTNER:

G-P NH6 Group II, Inc., a Florida corporation

By: 
Norton Herrick, President

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TALLAHASSEE, FLORIDA