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LAW OFFICES OF  
**BRUCE J. GOLDMAN**

City National Bank Building  
Suite 404  
2701 Le Jeune Road  
Coral Gables, Florida 33134  
Tel. (305) 446-6460  
Fax (305) 446-7502

FILED  
98 MAY 21 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 20, 1998

VIA FEDERAL EXPRESS

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

Re: Jaffe Real Estate Investments, II, Ltd.

400002531574-4  
-05/21/98-01062-003  
\*\*\*1837.50 \*\*\*1837.50

Dear Sirs:

CM

Enclosed are the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for a Florida Limited Partnership pertaining to Jaffe Real Estate Investments, II, Ltd. Enclosed, as well, is a \$1,837.50 check for the following:

Registered Agent Designation.....	\$ 35.00	21
Filing Fee.....	\$ 175.00	
Certified Copy.....	\$ <u>52.50</u>	
	\$1,837.50	

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you very much for your assistance in this matter.

Sincerely yours,



Bruce J. Goldman

BJG/pg  
Enclosures  
cc: Mr. Gary Kaminsky (with enclosures)

0512LDC


CERTIFICATE OF LIMITED PARTNERSHIP

1. JAFFE REAL ESTATE INVESTMENTS, II, LTD.  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 18999 Biscayne Boulevard, Aventura, Florida 33180  
(Business address of Limited Partnership)

3. Bruce J. Goldman  
(Name of Registered Agent for Service of Process)

4. 2701 Le Jeune Road, Suite 404, Coral Gables, Florida 33134  
(Florida street address for Registered Agent)

5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

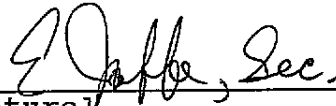
6. 18999 Biscayne Boulevard, Aventura, Florida 33180  
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is May 31, 2028.

8. Name of general partner: JAFFE REAL ESTATE, II, INC. Street Address: 18999 Biscayne Boulevard Aventura, Florida 33180  
*p48-42488*

Under 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.

JAFFE REAL ESTATE, II, INC., General Partner

By:   
[signature]

Emery Jaffe  
[print or type name]

Its: Sec.

Signed: May 14, 1998

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR A FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of JAFFE REAL ESTATE INVESTMENTS, II, LTD., a Florida limited partnership, certifies:

The amount of capital contributions to date of the limited partners is \$74,250.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$250,000.00.

Signed this 14<sup>th</sup> day of May 1998.

FURTHER AFFIANT SAITH NAUGHT.

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.

JAFFE REAL ESTATE, II, INC., General Partner

By:

*E. Jaffe*, Sec.  
[signature]

Emergy Jaffe mo  
[print or type name]

Its:

Sec.

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TALLAHASSEE, FLORIDA