

Holland Knight LLP  
Requester's Name

315 So. Calhoun Street, Suite 600

Address

Tallahassee, FL 32301 425-5675  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sedcap Partners II, Ltd.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☒ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP  
OF

SEDCAP PARTNERS II, LTD.  
a Florida limited partnership

00 DEC 28 PM 2:24  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby certify as follows:

1. Name. The name of the limited partnership is as follows:

SEDCAP Partners II, Ltd.

2. Address. The principal address and the mailing address for the limited partnership is as follows:

111 North Orange Avenue, Suite 1060  
Orlando, Florida 32801

3. Registered Agent. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, are as follows:

Bennet Sedacca  
111 North Orange Avenue, Suite 1060  
Orlando, Florida 32801

4. General Partner. The name and business address of the sole general partner of the limited partnership are as follows:

600000117534

SEDCAP Asset Management II, Inc.  
111 North Orange Avenue, Suite 1060  
Orlando, Florida 32801

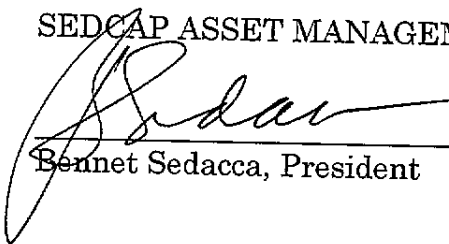
5. Termination. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

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

Signed as of the 27<sup>th</sup> day of December, 2000.

GENERAL PARTNER:

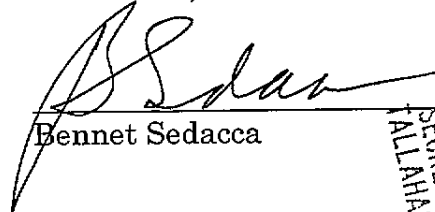
SEDCAP ASSET MANAGEMENT II, INC.

  
Bennet Sedacca, President

FILED  
00 DEC 28 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT  
AND AGENT FOR SERVICE OF PROCESS**

The undersigned, having been designated the Agent for Service of Process, pursuant to Section 620.105, Florida Statutes, and Registered Agent, pursuant to Section 620.192, Florida Statutes, of SEDCAP Partners II, Ltd., a limited partnership to be formed concurrently herewith under the Florida Revised Uniform Limited Partnership Act (1986), does hereby accept such designation and the obligations provided for in Sections 620.105 and 620.192, Florida Statutes.

  
Bennet Sedacca

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00 DEC 28 PM 12:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Bennet Sedacca, as President of SEDCAP Asset Management, Inc., who is the sole general partner of SEDCAP Partners II, Ltd., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$350,000.
2. The total amount of capital contributed and anticipated to be contributed by the limited partners at this time totals \$500,000,000.

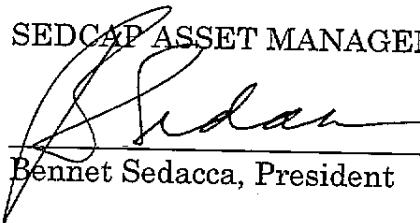
Signed as of the 27<sup>th</sup> day of December, 2000.

FURTHER AFFLIANT 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.

GENERAL PARTNER:

SEDCAP ASSET MANAGEMENT II, INC.

  
Bennet Sedacca, President

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TALLAHASSEE, FLORIDA