

A00000000007

December 21, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Registration Section

Re: Janower Limited Partnership II.

Dear Sir or Madam:

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-12/30/99--01101--001
***1887.50 ***1837.50

Please find enclosed the following documents:

- 1) Certificate of Limited Partnership;
- 2) Affidavit of Capital Contributions For Florida Limited Partnership; and,
- 3) Application for Registration of Fictitious Name.

MJH

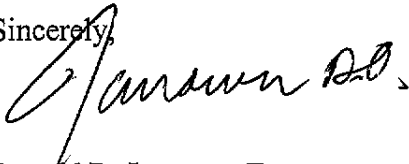
Also enclosed is a check in the amount of \$1,887.50 for the payment of the following fees:

- 1) \$1,750 representing the maximum fee for the filing of the Certificate of Limited Partnership and the Affidavit of Capital Contributions For Florida Limited Partnership;
- 2) \$35 for the designation of a registered agent;
- 3) \$52.50 for a certified copy of the Certificate of Limited Partnership; and,
- 4) \$50 for the Application for Registration of Fictitious Name.

A certified copy of the Certificate of Limited Partnership, and all other correspondence or questions should be directed to:

Dr. Donald Janower
21247 D Clubside Drive
Boca Raton, Florida 33434
Tel: (561) 487 - 1626
Fax: (561) 482 - 4214

Sincerely,



Donald R. Janower, Trustee
Donald R. Janower Revocable Living Trust
General Partner, Janower Limited Partnership II

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

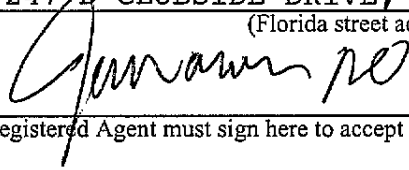
CERTIFICATE OF LIMITED PARTNERSHIP

1. JANOWER LIMITED PARTNERSHIP II
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 21247 D CLUBSIDE DRIVE, BOCA RATON, FLORIDA 33434
(Business address of Limited Partnership)

3. DONALD R. JANOWER
(Name of Registered Agent for Service of Process)

4. 21247 D CLUBSIDE DRIVE, BOCA RATON, FLORIDA 33434
(Florida street address for Registered Agent)

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

6. 21247 D CLUBSIDE DRIVE, BOCA RATON, FLORIDA 33434
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 12/31/2039

8. Name(s) of general partner(s): _____ Street address: _____

DONALD R. JANOWER, 21247 D CLUBSIDE DRIVE

TRUSTEE, DONALD R. BOCA RATON, FLORIDA 33434

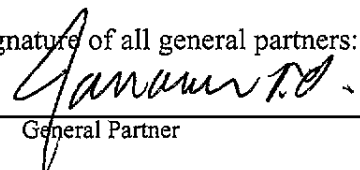
JANOWER REVOCABLE

LIVING TRUST

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

Signed this 22nd day of December, 19 99.

Signature of all general partners:


General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

99 DEC 27 AM 11:44
STATE OF FLORIDA
DIVISION OF CORPORATIONS

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

The undersigned constituting all of the general partners of JANOWER LIMITED
PARTNERSHIP II,

a Florida Limited Partnership, certify:

(APPROXIMATELY)

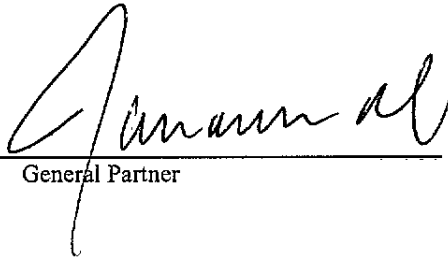
The amount of capital contributions to date of the limited partners is \$ 11,500,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 11,500,000.00.

Signed this 22nd day of December, 19 99.

FURTHER AFFIANT SAYETH NOT.

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



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner