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Account Name : COHEN, BERKE, BERNSTEIN, BRODIE & KONDELL, P.A.
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FLORIDA LIMITED PARTNERSHIP

PEMBROKE COMMERCE CENTER-II, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
PEMBROKE COMMERCE CENTER-II, LTD.,
a Florida limited partnership**

The undersigned General Partner of **PEMBROKE COMMERCE CENTER-II, LTD.**, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Section 620, Part I of the Florida Statutes, hereby states the following:

1. The name of the Partnership is **PEMBROKE COMMERCE CENTER-II, LTD.**
2. The address of the office of the Partnership is 1812 S.W. 31 Avenue, Pembroke Park, FL 33009.
3. The name and address of the agent for service of process on the Partnership is COBER Corporate Agents, Inc., 2601 S. Bayshore Drive, 19th Floor, Miami, Florida 33133.
4. The name and business address of the General Partner is:

P000000028412
PEMBROKE COMMERCE CENTER-II, INC.
1812 S.W. 31 Avenue
Pembroke Park, Florida 33009
5. The mailing address of the Partnership is 1812 S.W. 31 Avenue, Pembroke Park, Florida 33009.
6. The latest date upon which the Partnership shall dissolve is December 31, 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Prepared by:
Eileen Trautman, Esq.
Florida Bar No. 184844
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.
2601 So. Bayshore Drive, 19th Fl.
Miami, Florida 33133
(305) 854-5900

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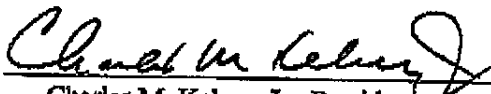
STATE
OF FLORIDA
DEPARTMENT OF
CORPORATIONS

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of **PEMBROKE COMMERCE CENTER-II, LTD.** this 20th day of March, 2000.

General Partner:

PEMBROKE COMMERCE CENTER-II, INC.

By: 
Charles M. Kelsey, Jr., President

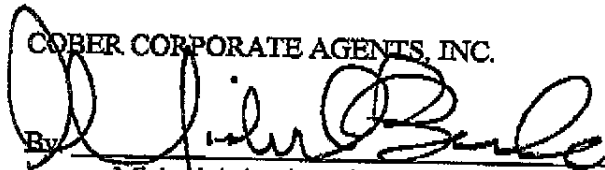
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **PEMBROKE COMMERCE CENTER-II, LTD.**, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Limited Partnership, hereby agree to accept service of process for the Limited Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

March 20, 2000

REGISTERED AGENT:

COBER CORPORATE AGENTS, INC.

By: 
Michael A. Berke, Vice President

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CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS
00 MAR 20 PM 2:00

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The undersigned authority personally appeared Charles M. Kelsey, Jr., President of PEMBROKE COMMERCE CENTER-II, INC., the General Partner of PEMBROKE COMMERCE CENTER-II, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certifies as follows:

1. The amount of capital contributions to the Limited Partnership made by the Limited Partners is: \$6,000.00.
2. The amount of capital contribution anticipated to be contributed by the Limited Partners is \$-0-.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and the facts alleged are true, to the best of his knowledge and belief.

General Partner

PEMBROKE COMMERCE CENTER-II, INC.

By Charles M. Kelsey, Jr.
Charles M. Kelsey, Jr., President

SWORN TO AND SUBSCRIBED before me this 20th day of March, 2000, by Charles M. Kelsey, Jr., President of PEMBROKE COMMERCE CENTER-II, INC., as the General Partner for PEMBROKE COMMERCE CENTER-II, LTD., a Florida limited partnership, who is personally known to me or who has produced _____ as identification.

NOTARY PUBLIC:

Sign: Mary Gibala
Print: _____

State of Florida
My Commission Expires:

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