

A 00000000822

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WASHINGTON, D.C.
WEST PALM BEACH

WRITER'S DIRECT LINE

EMAIL ADDRESS
wwolfe@foleylaw.com

CLIENT/MATTER NUMBER
069412-0101

May 19, 2000

VIA HAND DELIVERY

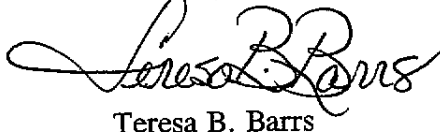
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Finch Fund II, Ltd.

To Whom It May Concern:

Enclosed is the original and one (1) copy of the Certificate of Limited Partnership and a check for \$1,837.50, as payment of the filing and registered agent registration fee and cost of a certified copy. When filing is complete, please contact the undersigned to arrange for our courier to pick up these documents.

Sincerely,


Teresa B. Barrs

Enclosure(s)

300003259589--5
-05/19/00--01071--015
***1750.00 ***1750.00

300003259589--5
-05/19/00--01071--016
*****87.50 *****87.50

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY 19 PM 1:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 4:16

CERTIFICATE OF LIMITED PARTNERSHIP

OF

**FINCH FUND II, LTD.,
a Florida limited partnership**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 4:16

The undersigned General Partner desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

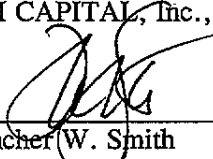
1. The name of the Limited Partnership is Finch Fund I, Ltd. (the "Limited Partnership").
2. The address of the office of the Limited Partnership is 307 East Seventh Avenue, Tallahassee, Florida 32303.
3. The name and address of the agent for service of process upon the Limited Partnership are: Fincher W. Smith, 307 East 7th Avenue, Tallahassee, Florida 32303.
4. The mailing address of the Partnership is 307 East 7th Avenue, Tallahassee, Florida 32303.
5. The latest date upon which the Limited Partnership will dissolve is December 31, 2005.
6. The name and street address of the General Partner of the Limited Partnership are as follows: Smith Capital, Inc., 307 East 7th Avenue, Tallahassee, Florida 32303.

PO0000003944
The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

EXECUTED the 5th day of May, 2000.

GENERAL PARTNER:

SMITH CAPITAL, Inc., a Florida corporation

By: 
Fincher W. Smith
As Its President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 19 PM 4:16

The undersigned, constituting the sole general partner of FINCH FUND II, LTD., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$100.00.

2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$900,000.00.

Executed this 5th day of May, 2000.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

SMITH CAPITAL, INC.,
a Florida corporation

By: 

Fincher W. Smith
As Its President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for FINCH FUND II, LTD., at the place designated in the above Certificate of Limited Partnership, the undersigned agrees to accept the obligations of Registered Agent and to act in this capacity and comply with the provisions of all statutes relative to the proper and complete performance of such duties.

By: _____

Fincher W. Smith

Date: May 5, 2000

00 MAY 16 PM 1:16
DIVISION OF CORPORATIONS
STATE OF TEXAS