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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4003

From:

Account Name : ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
Account Number : 076067004147
Phone : (954) 462-3300
Fax Number : (954) 763-2439

FLORIDA LIMITED PARTNERSHIP

JS & VS II, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$1,837.50

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 18, 2000

ENGLISH MCCAUGHAN & O'BRYAN PA

SUBJECT: JS & VS II, LTD.
REF: W00000012914

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain both the street address of the principal office and the mailing address of the entity.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

CERTIFICATE OF LIMITED PARTNERSHIP

OF

JS & VS II, LTD.

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 partnership is JS & VS II, LTD, with its address and principal office at: 1824 South Ocean Drive, Fort Lauderdale, Florida 33316

2. The street address of the Partnership at which the records of the Partnership shall be kept is: 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.

3. The name of the Partnership's registered agent is EMO Corporate Services, which has its principal place of business in this state. The street address of the registered agent is 100 N.E. Third Avenue, Suite 1100, Fort Lauderdale, FL 33301.

4. The name and post office address of the general partner is:

L-5677
JS & VS Management II, LLC, a Florida limited liability company
1824 S. Ocean Drive
Ft. Lauderdale, FL 33316

3. The partnership shall be dissolved and its affairs wound up on December 31, 2050, or at such earlier time as is required by law or the Limited Partnership Agreement.

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.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership, on the 17 day of May, 2000.

JS & VS Management II, LLC

By: Joseph E. Sirhal, Managing Member


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PH 4: 37
CLERK OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H00000027271 6

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

Before me, a notary public, on this day personally appeared Joseph E. Sirhal, Managing Member of JS & VS Management II, LLC, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

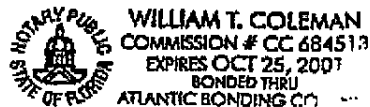
Given under my hand and seal of office on the 17 day of May, 2000.



Notary Public
William T. Coleman

(Printed or stamped name)

My commission expires:



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00 MAY 23 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAUSERS\WTC\SIRHAL\LTDCERT1.WPD
12/7/99:WTC

FAX AUDIT NO. H00000027271 6

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the appointment as the initial Registered Agent of JS & VS II, LTD., as made in the foregoing Certificate of Limited Partnership.

EMO CORPORATE SERVICES, INC.

Date: May 17, 2000

By:



Patricia L. Donahoe, Assistant Secretary

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS


STATE OF FLORIDA
COUNTY OF BROWARD

The Limited Partners of JS & VS II, LTD., Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998 and as Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998, being first sworn state that that following is true and correct:

1. That Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998 and as Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998 limited partners in JS & VS II, LTD.
2. That Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998, owning a 49 1/2 % interest in JS & VS II, LTD. contributed the amount of \$ 250,000.00 to the limited partnership.
3. That Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998, owning a 49 1/2 % interest in JS & VS II, LTD. contributed the amount of \$ 250,000.00 to the limited partnership.
4. That neither Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998 and Joseph E. Sirhal as Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998 anticipate contributing additional capital to the limited partnership.

Further Affiants Saycth Naught.

May 17, 2000

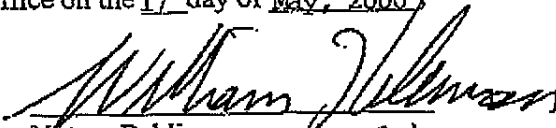

Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998 and as Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998

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TALLAHASSEE, FLORIDA

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Before me, a notary public, on this day personally appeared Joseph E. Sirhal, Trustee under the Revocable Trust Agreement of Joseph E. Sirhal dated March 2, 1998 and as Trustee under the Revocable Trust Agreement of Virginia Sirhal dated March 2, 1998, limited partners in JS & VS, LTD., known to me to be the person whose names are subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office on the 17 day of May, 2000.


Notary Public
William T. Coleman
(Printed or stamped name)

My commission expires:



WILLIAM T. COLEMAN
COMMISSION # CC 684513
EXPIRES OCT 25, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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00 MAY 23 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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