

A010000000287

TRANSMITTAL LETTER

MJH

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

SUBJECT: CPA Directed Investments Fund II, Inc. LTD.
(PROPOSED LIMITED PARTNERSHIP NAME)

Enclosed is an original and two (2) copies of the Certificate of Limited Partnership and the Affidavit of Capital Contributions and a check for \$140.00 as follows:

\$ 57.50	Affidavit Fee
\$ 35.00	Registered Agent Fee
<u>\$ 52.50</u>	Certified Copy
\$140.00	Total

200003768752--0
-02/26/01--01153--001
****140.00 ****140.00

FROM: Mark Northrop
Name (Printed or typed)

6464 Plumosa Avenue
Address

Fort Myers, Florida 33908
City, State & Zip

941-433-0334
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 FEB 26 PM 3:26

CERTIFICATE OF LIMITED PARTNERSHIP

1. CPA Directed Investments Fund II, Ltd.

(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. 6464 Plumosa Avenue, Fort Myers, Florida, 33908

(Business address of Limited Partnership)

3. Mark Northrop

(Name of Registered Agent for Service of Process)

4. 6464 Plumosa Avenue, Fort Myers, Florida, 33908

(Florida street address for Registered Agent)

5. 

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

6. 6464 Plumosa Avenue, Fort Myers, Florida, 33908

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is:
December 31, 2030

8. Name of general partner: Street address:

CPA Financial Connections II, Inc.

6464 Plumosa Avenue


Fort Myers, Florida, 33908

PO1000021160

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 31st day of JANUARY, 2001

Signature of general partner:



By: Mark Northrop

Secretary of CPA Financial Connections II, Inc.,

the sole General Partner of CPA Directed Investments Fund II, Ltd.

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

The undersigned constituting all of the general partners of

CPA Directed Investments Fund II, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 1,000.00.

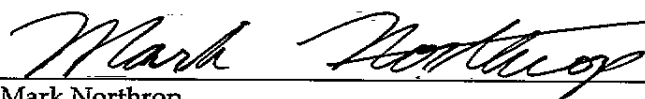
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 1,000.00.

Signed this 31st day of JANUARY, 2001.

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.

Signature of general partner:



By: Mark Northrop
Secretary of CPA Financial Connections II Inc.,
the sole General Partner of CPA Directed Investments Fund II, Ltd.