



THE UNITED STATES  
CORPORATION  
COMPANY

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ACCOUNT NO. : 072100000032

Please use original  
submission date as file date.

REFERENCE : 07 *Patricia P. 719*

AUTHORIZATION :

COST LIMIT : \$ 140

ORDER DATE : March 9, 2001

ORDER TIME : 9:56 AM

ORDER NO. : 072057-015

CUSTOMER NO: 7199111

CUSTOMER: Seth E. Ellis, Esq  
The Law Offices Of Seth E.  
Ellis, P.a.  
Suite 290  
2600 North Military Trail  
Boca Raton, FL 33433

000003828620--9

DOMESTIC FILING

NAME: SHARELSON ENTERPRISES II, L.P.

FILE 3RD

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137  
EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR -9 AM 11:31  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

*W3/B*  
FILED  
01 MAR -9 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*6p*

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SHARELSON ENTERPRISES II, L.P.,  
a Limited Partnership**

To the Secretary of State  
State of Florida

The undersigned, pursuant to Section 620.107, Florida Statutes, desiring to form a limited partnership under the law of the State of Florida hereby certify that:

1. The name of the limited partnership is. **SHARELSON ENTERPRISES II, L.P., a Limited Partnership.** The mailing address and the principal place of business address is 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431.

2. The address of the registered office of is SETH E. ELLIS, P.A., 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431, and the name and address of the initial agent for service of process required to be maintained by Section 620.105, Florida Statutes is Seth E. Ellis, Esq.

3. The name of and the business address of each general partner are set forth below:

**NAME**

**BUSINESS ADDRESS**

BARNETT FAMILY MANAGEMENT CORP.  
a Florida corporation

2600 North Military Trail, Suite 290, Boca  
Raton, Florida 33431

4. The limited partnership shall be a term of years partnership with its dissolution to take place on December 31, 2070, unless sooner terminated in accordance with the limited partnership agreement of the Act.

5. The effective date of this Certificate of Limited Partnership shall be upon filing with the Department of State.

6. A conveyance or encumbrance of real property held in the Partnership name, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the Partnership name by (a) ARLENE BARNETT, as President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, as the General Partner of SHARELSON ENTERPRISES II, L.P. or (b) an authorized corporate officer, of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, as General Partner of SHARELSON ENTERPRISES II, L.P.

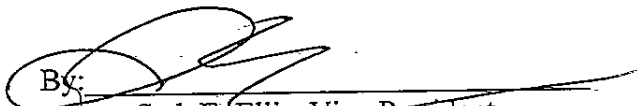
The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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TALLAHASSEE, FLORIDA

7. The undersigned constitute all the general partners of the limited partnership named herein.

Signed on 3/8, 2001.

BARNETT ASSET MANAGEMENT CORP.  
a Florida corporation

By:   
Seth E. Ellis, Vice President

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TALLAHASSEE FLORIDA

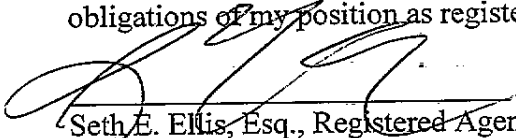
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE  
FOR  
SHARELSON ENTERPRISES II, L.P.**

**PURSUANT TO THE PROVISIONS OF SECTION: 620.108, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED PARTNERSHIP SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED OFFICE. REGISTERED AGENT, IN THE STATE  
OF FLORIDA.**

1. The name of the Limited Partnership is: **SHARELSON ENTERPRISES II, L.P.**
2. The name and address of the registered agent and office is:

SETH E. ELLIS, ESQ.  
SETH E. ELLIS, P.A.,  
2600 North Military Trail, Suite 290  
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated Limited Partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Seth E. Ellis, Esq., Registered Agent

  
Date

**FILED**  
**01 MAR -9 PM 4:57**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA                     )  
                                                  ) SS:  
COUNTY OF PALM BEACH            )

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**BEFORE ME**, the undersigned authority, personally appeared SETH E. ELLIS, as Vice-President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, which is the General Partner of **SHARELSON ENTERPRISES II, L.P.**, a Florida limited partnership, hereinafter referred to as the "Partnership", 2600 North Military Trail, Suite 290, Boca Raton, Florida 33431,, who upon being fully sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each Limited Partner is as follows:

ARLENE BARNETT, Trustee of the HELEN SHARELSON REVOCABLE TRUST TRUST dated July 15, 1986 7300 Radice Court Apartment 307 Lauderhill, FL 33319	\$990.00
Total	\$ 990.00

2. The amount of additional capital contributions anticipated to be contributed by each Limited Partner is as follows:

ARLENE BARNETT, Trustee of the HELEN SHARELSON REVOCABLE TRUST TRUST dated July 15, 1986 7300 Radice Court Apartment 307 Lauderhill, FL 33319	\$0
Total	\$0
Total	\$0

**FURTHER AFFIANT SAITH NAUGHT.**

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TALLAHASSEE FLORIDA

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

**GENERAL PARTNER:**

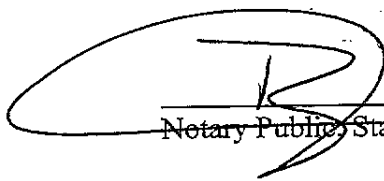
BARNETT ASSET MANAGEMENT CORP.,  
a Florida corporation

By: 

SETH E. ELLIS, Vice-President

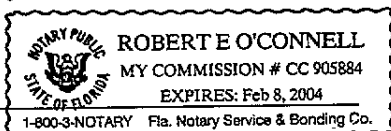
Dated: March 8, 2001

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of March, 2001, by SETH E. ELLIS, as Vice-President of BARNETT ASSET MANAGEMENT CORP., a Florida corporation, the General Partner of the Partnership, who is personally known to me or has produced Florida Drivers License as identification.

  
Notary Public, State of Florida, at Large

Print/Type or Stamp Notary Name  
Commission No. (if any) \_\_\_\_\_

My Commission Expires:



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