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ACCOUNT NO. : 072100000032

REFERENCE : 452351 7103152

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 385.00

FILED
01 AUG 30 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 30, 2001

ORDER TIME : 11:39 AM

ORDER NO. : 452351-005

CUSTOMER NO: 7103152

500004564465--0

CUSTOMER: Harold J. Webre, Esq
Goodlette Coleman & Johnson,
P.a.
Suite 300
4001 Tamiami Trail North
Naples, FL 34103

BK

DOMESTIC FILING

NAME: U.S. CAPITAL PARTNERS II, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS: _____

RECEIVED
01 AUG 30 PM 12:58
DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
01 AUG 30 PM 3:53
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. U.S. Capital Partners II, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 4901 Tamiami Trail N., Naples, FL 34103
(Business address of Limited Partnership)
3. U.S. Investor Services, Inc., a Florida corporation
(Name of Registered Agent for Service of Process)
4. 4901 Tamiami Trail N., Naples, FL 34103
(Florida street address for Registered Agent)
5. *[Signature]* -- Rainer N. Filthaut, as President
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 4901 Tamiami Trail N., Naples, FL 34103
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2050

8. Name(s) of general partner(s):

U.S. Hotel Management, L.L.C., a
Florida limited liability company

Street address:

4901 Tamiami Trail North
Naples, FL 34103

L01U0007246

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 20th day of August, ~~XX~~ 2001

Signature of all general partners:

U.S. Hotel Management, L.L.C., a Florida
limited liability company

General Partner

By: Gulf Shore Investments, Inc., a Florida
corporation, ~~General Partner~~
its Managing Member

General Partner

By: *[Signature]*
~~General Partner~~
Rainer N. Filthaut, its President

General Partner

General Partner

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of _____

U.S. Capital Partners II, Ltd.
a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ \$ 2,000

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 50,000

Signed this 28th day of August, ~~19~~ 2001

FURTHER AFFLIANT 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.*

U.S. Hotel Management, L.L.C., a Florida limited liability company,
By: Gulf Shore Investments, Inc., a Florida corporation, its Managing Member

By: 
~~General Partner~~ Rainer N. Filthaut
Its: President

General Partner

General Partner

General Partner

General Partner

General Partner