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LAW OFFICES OF
BRUCE J. GOLDMAN

City National Bank Building
Suite 404
2701 Le Jeune Road
Coral Gables, Florida 33134
Tel. (305) 446-6460
Fax (305) 446-7502

September 26, 2001.

VIA FEDERAL EXPRESS

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ross Jaffe Matz Partners II, Ltd.

800004613628--1
-09/27/01--01051--003
***1837.50 ***1837.50

Dear Sirs:

Enclosed are the original and one copy of the Certificate of Limited Partnership and Affidavit of Capital Contributions for a Florida Limited Partnership pertaining to Ross Jaffe Matz Partners II, Ltd. Enclosed, as well, is a \$1,837.50 check for the following:

Registered Agent Designation.....	\$	35.00
Filing Fee.....	\$	1,750.00
Certified Copy.....	\$	<u>52.50</u>
		\$1,837.50

FILED
01 SEP 27 1PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon your receipt and filing of the documents, please send me a certified copy.

Thank you very much for your assistance in this matter.

Sincerely yours,



Bruce J. Goldman

A01-1319
OR

BJG:tk
Enclosures
cc: Mr. Barry Ross (with enclosures)

CERTIFICATE OF LIMITED PARTNERSHIP

1. ROSS JAFFE MATZ PARTNERS II, LTD.

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

2. 3325 South University Drive, Suite 210, Davie, Florida 33328


(Business address of Limited Partnership)

3. Bruce J. Goldman

(Name of Registered Agent for Service of Process)

4. 2701 Le Jeune Road, Suite 404, Coral Gables, Florida 33134

(Florida street address for Registered Agent)

5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 3325 South University Drive, Suite 210, Davie, Florida 33328

(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is August 15, 2051.

8. Name of general partners: Street Addresses

JAFFE ENTERPRISES II, INC.
POI-85761

555 S.W. 12TH Avenue, Suite 101
Pompano Beach, Florida 33069

ROSS MATZ RJM II, INC.

POI-85764

3325 South University Drive
Suite 210
Davie, Florida 33328

FILED
01 SEP 27 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under penalties of perjury, we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

JAFFE ENTERPRISES II, INC., General Partner

By:


[signature]

Bruce J. Goldman
[print or type name]

Its: Incorporator

Signed: September 26, 2001

ROSS MATZ RJM II, INC., General Partner

By:


[signature]

Bruce J. Goldman
[print or type name]

Its: Incorporator

Signed: September 26, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

The undersigned constituting all of the general partners of
ROSS JAFFE MATZ PARTNERS II, LTD., a Florida limited partnership,
certify:

The amount of capital contributions to date of the limited
partners is \$690,000.00.

The total amount contributed and anticipated to be contributed
by the limited partners at this time totals \$3,450,000.00.

Signed this 26th day of September 2001.

FURTHER AFFIANTS SAY NAUGHT.

Under the penalties of perjury, we declare that we have read
the foregoing and know the contents thereof and that the facts
stated herein are true and correct.


JAFFE ENTERPRISES II, INC., General
Partner

By: 
[signature]

Bruce J. Goldman
[print or type name]

Its: Incorporator

ROSS MATZ RJM II, INC., General
Partner

By: 
[signature]

Bruce J. Goldman
[print or type name]

Its: Incorporator

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA