

The Athena
Funding Group

9000000000355

Friday, February 22, 2002

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

MLJH

3/1

Dear Sirs:

900005072619--0
-03/08/02--01033--004
****418.75 ****25.00

I have enclosed the following documents and corresponding fees for Athena Funding Group II, LLLP:

Certificate of Limited Partnership
And Designation of registered agent \$ 35.00

Statement of qualification for Florida
Limited Liability Limited Partnership \$ 25.00

Affidavit of Capitol Contributions \$350.00

We request a Certificate of Status. \$ 8.75

Total \$418.75

FILED
02 MAR -7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Should you have any questions or concerns, feel free to contact me directly at (813) 910-8703.

Sincerely,

Michael J. Weinard
President, Athena Funding Group, Inc.,
General Partner of Athena Funding Group II, LLLP.

The Athena Funding Group
Post Office Box 47706
Tampa, Florida 33647

Telephone: (813) 910-8703 Facsimile: (813) 910-8896 Toll Free: (800) 824-2615

FF \$25.00

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership including the adopted suffix as will be identified in the records of the Florida Department Of State is: ATHENA FUNDING GROUP II, LLLP. The Certificate of Limited Partnership, Affidavit of Capitol Contributions for a Limited Liability Limited Partnership, and the applicable filing fees are attached.
2. The address of the partnership is: Post Office Box 47706, Tampa, Florida 33647.
3. The name and address of the partnership's agent for service of process is: Michael J. Weinard, 18904 Beachdrop Place, Tampa, Florida 33647.
4. The effective date of this filing shall be the 10th day of February, 2002.

The limited partnership, Athena Funding Group II, LLLP, hereby elects to be a limited liability partnership pursuant to the laws of the State of Florida.

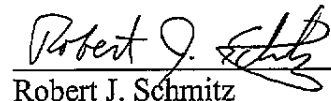
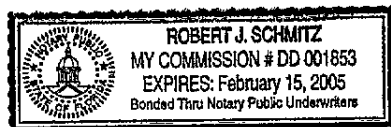
Executed this 10th day of February, 2002 as affirmation under penalties of perjury that the facts stated herein are true.



Michael J. Weinard, President Athena
Funding Group, Inc. General Partner of
Athena Funding Group II, LLLP

The foregoing instrument was acknowledged before me this 10th day of February, 2002, by Michael J. Weinard as President of ATHENA FUNDING GROUP, INC., Florida Corporation, on behalf of the corporation, as General Partner of ATHENA FUNDING GROUP II, LLLP, a Florida limited liability limited partnership. He is personally known to me.

Notary Public, State of Florida


Robert J. Schmitz

FILED
02 MAR - 7 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA