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MJH

DATE: 06-14-02

NAME: MERRITT PLACE II, LTD

CC & CUS

TYPE OF FILING: ARTICLES

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***148.75 ***148.75

COST: CHECK FOR 148.75 IS ATTACHED

RETURN: GOOD STANDING & CERT. COPY

ACCOUNT: ~~EG A0000000~~015

AUTHORIZATION: ABBIE/PAUL HODGE

FILED
02 JUN 14 PM 2:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
02 JUN 14 AM 9:56
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MERRITT PLACE II, LTD.**

Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole general partner of MERRITT PLACE II, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be MERRITT PLACE II, LTD. (the "Partnership").

2. The initial business address of the Partnership where records shall be kept shall be 585 North Courtenay Parkway, Suite 101, Merritt Island, Florida 32953. The initial mailing address of the Partnership is Post Office Box 4961, Orlando, Florida 32802-4961.

3. The name and address of the initial registered agent for service of process is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

4. The name and initial business address of the General Partner is:

MERRITT PLACE II, LLC, a Florida limited liability company
585 North Courtenay Parkway, Suite 101
Merritt Island, Florida 32953.

602-14895

5. The latest date upon which the Partnership is to dissolve shall be December 31, 2062.

This Certificate has been executed by the undersigned as of the 7th day of June, 2002.

GENERAL PARTNER:

MERRITT PLACE II, LLC, a Florida limited liability company

By: **Merritt Housing GP, LLC**,
a Florida limited liability company,
its sole member

By: Michael Hartman
Michael Hartman, Member

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for MERRITT PLACE II, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Section 620.912, Florida Statutes.

CT CORPORATION SYSTEM,
a Florida corporation

By: Barbara A. Burke
Name: _____
Title: BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY

Dated this 12th day of June, 2002.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned being the sole general partner of MERRITT PLACE II, LTD., and being duly sworn do hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of MERRITT PLACE II, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

MERRITT PLACE II, LLC, a Florida limited liability company

By: **Merritt Housing GP, LLC**,
a Florida limited liability company,
its sole member

By: Michael Hartman
Michael Hartman, Member

Dated this 7th day of June, 2002.

STATE OF FLORIDA
COUNTY OF Brevard

The foregoing instrument was acknowledged before me this 7th day of June, 2002, by Michael Hartman, as Member of Merritt Housing GP, LLC, a Florida limited liability company, as sole member of Merritt Place II, LLC, a Florida limited liability company. He is personally known to me or has produced _____ as identification and who did/did not take an oath.

Holly Renee Bell
(Signature of Notary Public)



Holly Renee Bell
(Typed name of Notary Public)
Notary Public, State of Florida
Commission No. CC 875178
My commission expires: Sept. 28, 2003