



FILED
02 DEC -2 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 828230 4305389

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 21, 2002

ORDER TIME : 10:12 AM

ORDER NO. : 828230-005

CUSTOMER NO: 4305389

CUSTOMER: Ms. Sindy Kelsick
Drinker Biddle & Shanley Llp
500 Campus Drive
Florham Park, NJ 07932-1047

DOMESTIC FILING

NAME: KIELY ASSET PARTNERS II, LTD.

W02-33239

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS:

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02 NOV 21 AM 11:36

RECEIVED



FLORIDA DEPARTMENT OF STATE
 Jim Smith
 Secretary of State

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

November 21, 2002

CSC

SUBJECT: KIELY ASSET PARTNERS II, LTD.
 Ref. Number: W02000033239

RECEIVED
 02 NOV 22 PM 4:29
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

We have received your document for KIELY ASSET PARTNERS II, LTD. and your check(s) totaling \$700.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$35.00.

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
 Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy (15 pages or less, \$1 for each additional page after initial 15 pages)	\$52.50
Registered Agent/Office Change	\$35
Name Reservation (120 days nonrenewable)	\$35
Amendment (other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions \$7 per \$1000 on increase only (\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report \$7 per \$1000 of invested capital (\$52.50 minimum - \$437.50 maximum)	

* Please debit our account for the 35.00
 Tarcia Price

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

plus Supplemental Fee of \$138.75
Reinstatement
(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 202A00063016


CERTIFICATE OF LIMITED PARTNERSHIP FILED
OF

KIELY ASSET PARTNERS II, LTD. 02 DEC -2 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Fla. Stat. 620.101 et seq., hereby certifies:

1. Name. The name of the partnership is "KIELY ASSET PARTNERS II, LTD." (the "Partnership").
2. Business Address. The business address of the Partnership is 491 Sea Oak Drive, Vero Beach, Florida 32963.
3. Registered Agent and Office. The Florida address of the registered office of the Partnership is 491 Sea Oak Drive, Vero Beach, Florida 32963. The registered agent, at that office, is ELIZABETH S. KIELY.
4. Signature of Registered Agent. ELIZABETH S. KIELY, by signing hereunder, hereby accepts the designation as Registered Agent of the Partnership for service of process:


Elizabeth S. Kiely
5. Mailing Address. The mailing address of the Partnership is 491 Sea Oak Drive, Vero Beach, Florida 32963.
6. Term. The latest date upon which the Partnership is to be dissolved is December 31, 2032.
7. General Partners. The name and addresses of the general partners of the Partnership are ELIZABETH S. KIELY, residing at 491 Sea Oak Drive, Vero Beach, Florida 32963, and WILLIAM R. KIELY, JR., residing at 491 Sea Oak Drive, Vero Beach, Florida 32963.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the general partners have executed this Certificate

of the 8 day of Nov., 2002.

Elizabeth S. Kiely
ELIZABETH S. KIELY

William R. Kiely, Jr.
WILLIAM R. KIELY, JR.

EXHIBIT

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned constituting all of the general partners of KIELY ASSET PARTNERS II, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$990.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.

FURTHER AFFIANT SAYETH NOT.

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.

William R. Kiely, Jr.
WILLIAM R. KIELY, JR.

Elizabeth S. Kiely
ELIZABETH S. KIELY

This 8 day of Nov., 2002.