

H03000014677

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NRPII PARTNERS, LTD.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is NRPII Partners, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

3. The name and address of the agent for service of process required to be maintained by Section 620.105, Florida Statutes, as amended, are:

Granvil M. Tracy
115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

4. The name and business address of the sole general partner of the Limited Partnership are:

NRPII GP, LLLP,
a Florida limited liability limited partnership
115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

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5. The mailing address for the Limited Partnership is:

115 N.W. 167 Street, #300
North Miami Beach, Florida 33169.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2053.

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TALLAHASSEE FLORIDA

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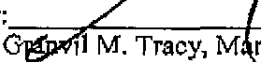
The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 9th day of January, 2003.

GENERAL PARTNER:

NRPII GP, LLLP, a Florida limited liability limited partnership

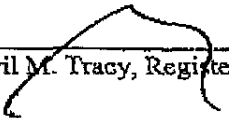
By: New River II GP, LLC, a Florida limited liability company, its general partner

By: 
Granvil M. Tracy, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for NRPII Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: January 9, 2003.


Granvil M. Tracy, Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

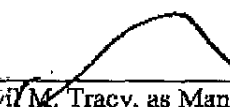
BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Granvil M. Tracy as the Manager of New River II GP, LLC, a Florida limited liability company (the "Company"), which is the sole general partner of NRPII GP, LLLP, a Florida limited liability limited partnership ("NRP"), which is the sole general partner of NRPII Partners, Ltd, a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the Manager of, and is duly authorized to act on behalf of, the Company, which is the sole general partner of NRP which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the limited partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$1,000.00 of the total amount of \$1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

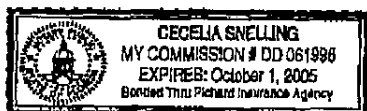
FURTHER AFFLIANT SAYS NAUGHT. —



 Granvil M. Tracy, as Manager of New River II, LLC, a Florida limited liability company

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 9th day of January, 2003, by Granvil M. Tracy, Manager of New River II, LLC, a Florida limited liability company, on behalf of such limited liability company in its capacity as the sole general partner NRPII GP, LLLP, a Florida limited liability limited partnership; said individual has produced a _____ as identification or is personally known to me.

My Commission Expires:

[NOTARIAL SEAL]




 Print Name: Cecelia Snelling
 NOTARY PUBLIC, State of Florida
 Serial No., if any: _____

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