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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

DIVISION OF CORPORATION

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** Statement of Qualification for Florida Limited Liability *
Limited Partnership to Follow*

FLORIDA LIMITED PARTNERSHIP

NRPII Associates, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
NRPII ASSOCIATES, 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 Associates, 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,
Suite 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
Suite 300
North Miami Beach, Florida 33169.

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

NRPII Associates GP, LLC,
a Florida limited liability company
115 N.W. 167 Street
Suite 300
North Miami Beach, Florida 33169.

5. The mailing address for the Limited Partnership is:

115 N.W. 167 Street
Suite 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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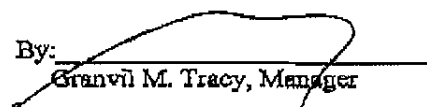
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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

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 20th day of March, 2003.

GENERAL PARTNER:

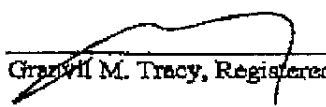
NRPII Associates GP, LLC, a Florida limited liability company

By: 
Granvil M. Tracy, Manager

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for NRPII Associates 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: March 20, 2003.


Granvil M. Tracy, Registered Agent

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of NRPII Associates, Ltd.

a Florida Limited Partnership, certify:

The amount of capital contributions to dated of the limited partners is
\$ 1,000.00.

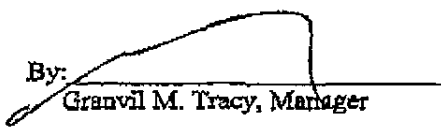
The total amount contributed and anticipated to be contributed by the limited partners at
this time totals \$ 1,000.00.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

NRPII Associates GP, LLC, a Florida
Limited liability company

By: 
Granvil M. Tracy, Manager

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