

Mar-25-2003 05:47pm

From: RUDEN MCCLOSKEY

054764/2003

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Florida Department of State

Division of Corporations
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Fax Number (850) 205-0383

From:

Account Name: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

Account Number: 076077000521

Phone: (954) 527-2428

Fax Number: (954) 764-4996

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FLORIDA LIMITED PARTNERSHIP

Zenith Realty Investments II, Ltd.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$1,837.50

This filing being made simultaneously with

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H03000091387

Thanks.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
ZENITH REALTY INVESTMENTS II, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Zenith Realty Investments II, Ltd. (the "Partnership").
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 1000 E. Hillsboro Blvd., Suite 100, Deerfield Beach, Florida 33441.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act are, Scott Brenner, 1000 E. Hillsboro Blvd., Suite 100, Deerfield Beach, Florida 33441.
4. The name and business address of the General Partner of the Partnership are Zenith GP2, LLC, 1000 E. Hillsboro Blvd., Suite 100, Deerfield Beach, Florida 33441.
5. A mailing address for the Partnership is 1000 E. Hillsboro Blvd., Suite 100, Deerfield Beach, Florida 33441.
6. The latest date upon which the Partnership is to dissolve is December 31, 2028, unless terminated sooner in accordance with the provisions of the Agreement of Limited Partnership.

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IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Zenith Realty Investments II, Ltd., this 25th day of March, 2003, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

ZENITH GP2, LLC
By: Zenith GP2, Inc.
Its Manager

By: [Signature]
Scott Brenner, President

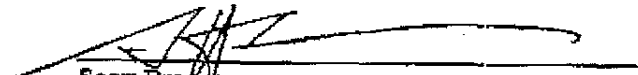
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TALLAHASSEE FLORIDA

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Zenith Realty Investments II, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED: March 25, 2003.


Scott Breiner

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03 MAR 25 AM 8:25
CLERK OF COURT
TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
ZENITH REALTY INVESTMENTS II, LTD.**

The undersigned, being the General Partner of Zenith Realty Investments II, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value in excess of \$250,000. No additional capital contributions are anticipated to be made by the limited partners.

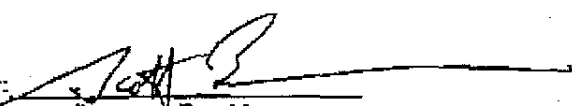
It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

ZENITH GP2, LLC
By: Zenith GP2, Inc.
Its Manager

By: 
Scott Brenner, President

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