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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**REDGRAVE & TURNER LLP**

**Attorneys at Law**

120 East Palmetto Park Road  
Suite 450  
Boca Raton, Florida 33432-6090

Telephone (561) 347-1700  
Facsimile (561) 391-9944

C. J. WAHRMAN III, J.D., LL.M.

October 24, 2003

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Marks-Friedman Limited II

Dear Sir or Madam:

Enclosed for filing is the Certificate of Limited Partnership of Marks-Friedman Limited II (original and copy), together with check No. 4119 in the amount of \$1,837.50 representing the filing fee, the cost of a certified copy and the fee for a registered agent designation.

Upon completion of the filing process, please return a certified copy of the certificate to this office in the enclosed pre-addressed envelope. If you have any questions, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,



C. J. Wahrman III

CJW/  
Enclosures

**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**

**MARKS-FRIEDMAN LIMITED II,**  
**a Florida Limited Partnership**

FILED  
03 OCT 27 PM 1:43  
CLERK OF STATE  
TALLAHASSEE FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

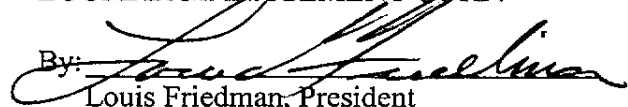
1. The name of the limited partnership is MARKS-FRIEDMAN LIMITED II (the "Partnership").
2. The address of the office of the Partnership is 7800 Talavera Place, Delray Beach, Florida 33446.
3. The name and address of the agent for service of process on the Partnership are Redgrave & Turner LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.
4. The name and business address of the sole General Partner are Loumar Management Corp., 7800 Talavera Place, Delray Beach, Florida 33446.
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner of Marks-Friedman Limited II this 19 day of September, 2003.

**GENERAL PARTNER:**

LOUMAR MANAGEMENT CORP.

By:   
Louis Friedman, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of September, 2003, by Louis Friedman, as president of Loumar Management Corp., the General Partner of Marks-

Friedman Limited II, and who is personally known to me or who produced the following as identification: \_\_\_\_\_.

Victoria M. Vaccelli

Notary Public

My Commission Expires:

Print, type or stamp name of notary

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of Marks-Friedman Limited II as made in the foregoing Certificate of Limited Partnership.

REDGRAVE & TURNER LLP

Initial Registered Agent

Date: 9/19, 2003

By: C. J. Wahrman III  
C. J. Wahrman III, Esq.

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, Louis Friedman, who is the president of Loumar Management Corp., the sole General Partner of Marks-Friedman Limited II, a Florida Limited Partnership (the "Partnership") certifies that the total initial amount of capital contributions and anticipated capital contributions by the limited partners of the Partnership is \$ 8,267,362.99.

FURTHER AFFIANT SAYETH NOT.

#### GENERAL PARTNER:

LOUMAR MANAGEMENT CORP.

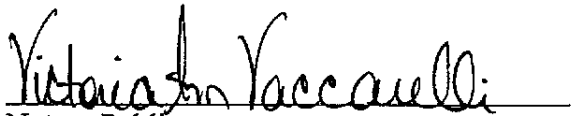
By: 

Louis Friedman, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of September, 2003, by Louis Friedman, as the president of Loumar Management Corp., the sole General Partner, and who is personally known to me or who produced the following as identification:

\_\_\_\_\_.



Notary Public

My Commission Expires:

Print, type or stamp name of notary