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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 492285 4311473

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 148.75

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04 MAR 12 PM 5:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 12, 2004

ORDER TIME : 11:01 AM

ORDER NO. : 492285-020

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Suite 2200, Museum Tower
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: CARLISLE GROUP II, LTD.

*****FILE_2ND*****

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CARLISLE GROUP II, LTD.

FILED
04 MAR 12 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of CARLISLE GROUP II, LTD., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:
CARLISLE GROUP II, LTD.
2. The office and principal place of business for the Partnership currently is:
2950 S. W. 27th Avenue, Suite 200
Coconut Grove, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:
Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the General Partner of the Partnership are:
CARLISLE GROUP II, LLC
2950 S. W. 27 Avenue, Suite 200
Coconut Grove, Florida 33133
5. The mailing address of the Partnership is:
2950 S. W. 27th Avenue, Suite 200
Coconut Grove, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as the sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: February 24, 2004

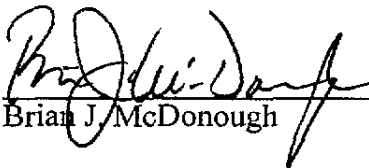
CARLISLE GROUP II, LLC, a
Florida limited liability company,
General Partner

By: 
Lloyd J. Boggio, Manager

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Brian J. McDonough hereby accepts his appointment as registered agent for CARLISLE GROUP II, LTD., a Florida limited partnership and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: February 24, 2004


Brian J. McDonough

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

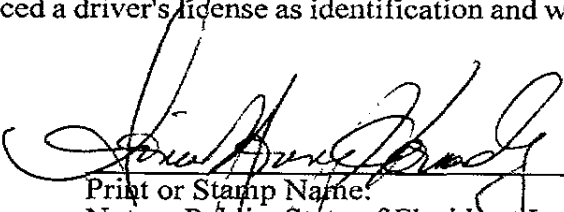
BEFORE ME, the undersigned authority, personally appeared Lloyd J. Boggio, as Manager of CARLISLE GROUP II, LLC, a Florida limited liability company, as General Partner of CARLISLE GROUP II, LTD., a Florida limited partnership, who states as follows:


1. The aggregate capital contributions made by the Limited Partner of the Partnership to the Partnership is \$99.99.
2. It is not anticipated that the Limited Partner will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

CARLISLE GROUP II, LLC, a Florida
limited liability company, General Partner

By: 
Lloyd Boggio, President

The foregoing instrument was acknowledged before me this 24 day of February 2004 by Lloyd J. Boggio, as Manager of CARLISLE GROUP II, LLC, a Florida limited liability company, General Partner of CARLISLE GROUP II, LTD., a Florida limited partnership, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.


Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

 Sonia Young-Hernandez
Commission # CC 941712
Expires June 4, 2004
Bonded Thru
Atlantic Bonding Co., Inc.