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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,
Account Number : 076077000521
Phone : (954) 527-2428
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04 MAR 29 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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FLORIDA LIMITED PARTNERSHIP

Hillsborough County Associates II, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$1,846.25

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
HILLSBOROUGH COUNTY ASSOCIATES 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 (the "Partnership") is Hillsborough County Associates II, Ltd.

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 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is Mark F. Grant, Esq., c/o Ruden, McClosky, Smith, Schuster & Russell, P.A., 200 East Broward Blvd., Suite 1500, Fort Lauderdale, Florida, 33301.

4. The name of the General Partner of the Partnership is Hillsborough County II Corporation, and the business address of the Partnership is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

5. A mailing address for the partnership is 1401 University Drive, Suite 200, Coral Springs, Florida, 33071.

6. The latest date upon which the Partnership is to dissolve is thirty (30) years following the date of filing of this Certificate.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this certificate this 29th day of March, 2004.

GENERAL PARTNER:

HILLSBOROUGH COUNTY II CORPORATION

By:

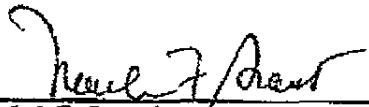
N. Maria Hernandez
N. Maria Hernandez, Vice President

FTL 1185372:1

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, named as the agent for service of process in paragraph 3 of the Certificate of Limited Partnership of Hillsborough County Associates II, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).


Mark F. Grant, Esq./Registered Agent

APPROVED
AND
FILED

04 MAR 29 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFIDAVIT DECLARING AMOUNT OF CAPITAL CONTRIBUTIONS
OF LIMITED PARTNERS OF
HILLSBOROUGH COUNTY ASSOCIATES II, LTD.

BEFORE ME, the undersigned, constituting the sole General Partner of Hillsborough County Associates II, Ltd., a Florida limited partnership (the "Partnership"), certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of Sixteen Million and No/100 (\$16,000,000.00) Dollars. 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 Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT 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.

HILLSBOROUGH COUNTY II CORPORATION

By:


N. Maria Menendez, Vice President

04 MAR 29 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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