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From: *Diana Guma (Ext. 4546)*
Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305) 374-5600
Fax Number : (305) 374-5095

FLORIDA LIMITED PARTNERSHIP

COCONUT PALM CAPITAL INVESTORS II, ~~LLP~~ LTD.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Ghanda E. Houd
Secretary of State

November 18, 2004

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: COCONUT PALM CAPITAL INVESTORS II, L.P.
REF: W04000042302

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD., LIMITED, or LIMITED PARTNERSHIP.

Florida limited partnerships are not allowed to use the suffix "L.P."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COCONUT PALM CAPITAL INVESTORS II, LTD.**

The undersigned, being the General Partner of Coconut Palm Capital Investors II, LTD., a Florida limited partnership, does hereby execute this Certificate, and hereby affirms, under penalties of perjury, that the facts stated hereinbelow are true:

1. The name of the limited partnership is:

COCONUT PALM CAPITAL INVESTORS II, LTD.
2. The address of the record keeping office of the limited partnership is:
555 South Federal Highway
Suite 200
Boca Raton, FL 33432
3. The name and address of the agent for service of process on the limited partnership is:
American Information Services, Inc.
One Southeast Third Avenue, Suite 2800
Miami, FL 33131
4. The name and business address of the General Partner is :
Coconut Palm Capital Investors II, Inc.
555 South Federal Highway
Suite 200
Boca Raton, FL 33432
5. The mailing address for the limited partnership is:
555 South Federal Highway
Suite 200
Boca Raton, FL 33432
6. The latest date upon which the limited partnership is to dissolve is:
November 30, 2054

Dated this 16th day of November

**Coconut Palm Capital Investors II, Inc.,
a Florida corporation
as General Partner**

By: Edward L. Ristaino
Edward L. Ristaino, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, American Information Services, Inc., having a business address of One Southeast Third Avenue, Suite 2800, Miami, FL 33131, does hereby accept its appointment as Registered Agent of **COCONUT PALM CAPITAL INVESTORS II, LTD.**, a Florida limited partnership, and hereby agrees to act in this capacity, to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and accepts the duties and obligations set forth in Section 620.192, Florida Statutes.

**AMERICAN INFORMATION
SERVICES, INC.**

By: 

Diana M. Guerra
Assistant Secretary

Date: November 16, 2004

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the General Partner of **COCONUT PALM CAPITAL INVESTORS II, LTD.**, a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,000.

Further affiant sayeth naught.

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

Dated this 6th day of November, 2004.

**COCONUT PALM CAPITAL INVESTORS II,
INC., a Florida corporation**
as General Partner

By: _____

Edward L. Ristaino
Edward L. Ristaino, Incorporator

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