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Division of Corporations

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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

BUTTERS REAL ESTATE FUND II, LTD.

Certificate of Status	0
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BUTTERS REAL ESTATE FUND II, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole general partner of Butters Real Estate Fund II, Ltd., a Florida limited partnership (the "Partnership"), does 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:

Butters Real Estate Fund II, Ltd.

2. The office and principal place of business for the Partnership currently is:

4811 Lyons Technology Parkway, Suite 6
Coconut Creek, Florida 33073

3. The name and address of the agent for service of process on the Partnership is:

Malcolm Butters
4811 Lyons Technology Parkway, Suite 6
Coconut Creek, Florida 33073

4. The name and address of the sole general partner of the Partnership is:

Butters Capital II, LLC
4811 Lyons Technology Parkway, Suite 6
Coconut Creek, Florida 33073

5. The mailing address of the Partnership is:

4811 Lyons Technology Parkway, Suite 6
Coconut Creek, Florida 33073

6. The latest date upon which the Partnership shall dissolve is December 31, 2055.

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

DATED: JAN 5, 2005

BUTTERS CAPITAL II, LLC, a Florida limited liability company, as sole general partner

By: 
Malcolm Butters, Manager

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Malcolm Butters hereby accepts his appointment as registered agent for Butters Real Estate Fund 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: JAN 5, 2005


Malcolm Butters

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Malcolm Butters as manager of Butters Capital II, LLC, a Florida limited liability company, as sole general partner of Butters Real Estate Fund II, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$100.00.


2. It is anticipated that the Limited Partners will not make additional contributions to the capital of the Partnership.

BUTTERS CAPITAL II, LLC, a Florida limited liability company, as sole General Partner

By: 
Malcolm Butters, Manager

The foregoing instrument was acknowledged before me this _____ day of _____, 2005 by Malcolm Butters as manager of Butters Capital II, LLC, a Florida limited liability company, as sole general partner of Butters Real Estate Fund II, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

CHI KIM TRAN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00103914
EXPIRES 05/14/2008
BONDED THRU 1-000-NOTARY1


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

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