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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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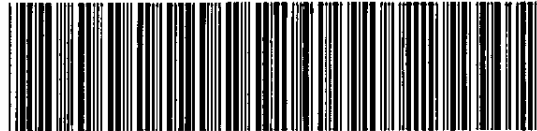
(Business Entity Name)

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J. BRYAN JAN 21 2005

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1/20/05

Roth + Russo
 Requestor's Name
 Address
 City State ZIP Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Miami River House II Associates, Ltd.

- Profit
- NonProfit
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Amendment
- Dissolution
- Annual Report
- Reservation
- Photo Copies
- Call If Problem
- Will Wait
- Merger
- Mark
- Other
- Change of Registered Agent
- Certificate Under Seal
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| Acknowledgment |
| W.P. Verifier |

CERTIFICATE OF LIMITED PARTNERSHIP

OF

1. MIAMI RIVER HOUSE II ASSOCIATES, LTD.
(Name of Limited Partnership; must contain a suffix such as "Limited",
"Ltd", of "Limited Partnership")

2. 1986 NE 149 Street, North Miami, FL 33181
(Business address of Limited Partnership)

3. Mark E. Rousso, Esq.
(Name of Registered Agent for Service of Process)

4. 18851 NE 29 Avenue, Suite 900, Aventura, FL 33180
(Florida street address for Registered Agent)

5. _____
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)

6. 1986 NE 149 Street, North Miami, FL 33181
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2104.

| | |
|---|---------------------------|
| 8. Name of general partner(s): | Specific address: |
| <u># P05000007723</u> | |
| <u>Miami River House Associates, Inc.</u> | <u>1986 NE 149 Street</u> |
| <u>a Florida corporation</u> | <u>Miami, FL 33181</u> |

Signed this 20 day of January 2005.

Signature of all general partners:

BY: MIAMI RIVER HOUSE ASSOCIATES, INC.
(Its General Partner)

Mark E. Rousso
By: Mark E. Rousso, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned constituting all of the general partners of

MIAMI RIVER HOUSE II ASSOCIATES, LTD., a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 863,200.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$863,200.00.

FURTHER AFFIANT SAYETH NOT.

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

By: Miami River House Associates, Inc., a Florida corporation


By: Mark E. Rousso, Vice President

This 20 day of January, 2005.

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