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From:

Account Name : SCHNEIDER WEINBERGER & BEILLY LLP
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Phone : (561)362-9595
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FLORIDA LIMITED PARTNERSHIP

SPG LIMITED PARTNERS II, LTD.

Certificate of Status	0
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Page Count	023
Estimated Charge	\$1,837.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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\$10,000,000.00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SPG LIMITED PARTNERS II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states:

1. The name of the limited partnership is SPG LIMITED PARTNERS II, LTD.
2. The business address of the limited partnership is 800 Corporate Drive, Suite 108, Fort Lauderdale, Florida 33334.
3. The name of the Registered Agent for Service of Process on the limited partnership is John R. Thristino.
4. The Florida street address for the Registered Agent is 800 Corporate Drive, Suite 108, Fort Lauderdale, Florida 33334.

5. ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for SPG LIMITED PARTNERS II, LTD., a Florida limited partnership, I hereby agree to act in that capacity, and on behalf of the limited partnership, to accept service of process for the limited partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


JOHN R. THRISTINO

6. The mailing address of the limited partnership is 800 Corporate Drive, Suite 108, Fort Lauderdale, Florida 33334.

7. The latest date upon which the limited partnership is to be dissolved is December 1, 2055.

8. The name of the general partner:

102000012955
ASSET MANAGEMENT GROUP, LLC
A Florida limited liability company

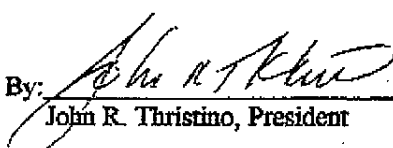
Street Address:

800 Corporate Drive, Suite 108
Fort Lauderdale, Florida 33334

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

Signed this 11th day of February 2005.

ASSET MANAGEMENT GROUP, LLC
a Florida limited liability company

By: 
John R. Thristino, President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR
SPG LIMITED PARTNERS II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned, constituting the sole general partner of SPG LIMITED PARTNERS II, LTD., a Florida limited partnership, certifies that:

1. The amount of capital contributions to date of the limited partners is \$0.
2. The total amount anticipated to be contributed by the limited partners at this time is \$10,000,000.

Signed this 11th day of February 2005.

FURTHER AFFIANT SAYETH NOT.

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

ASSET MANAGEMENT GROUP, LLC
a Florida limited liability company

By: 
John R. Thristino, President

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