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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



ALTMAN DEVELOPMENT CORPORATION

*Tammy L. Melander*  
*tmelander@altmancos.com*

February 28, 2005

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: *Harborage Cottages II – Stuart, Ltd.*

To Whom It May Concern:

In connection with the above-referenced, please find enclosed for filing one (1) original of the following:

- (i) A check to cover filing fees made payable to Florida Department of State Division of Corporations in the amount of \$112.50;
- (ii) Certificate of Limited Partnership;
- (iii) Acceptance of Appointment as Registered Agent;
- (iv) Affidavit of Capital Contributions; and
- (v) Statement of Qualification for Florida Limited Liability Limited Partnership.

Once you have had an opportunity to process please return the formation documents to me in the enclosed prepaid Federal Express envelope.

Should you have any questions, comments or concerns please do not hesitate to contact me at (561) 314-1445.

Sincerely,

Tammy L. Melander  
Paralegal

Enclosures

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
HARBORAGE COTTAGES II - STUART, LTD.  
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Harborage Cottages II - Stuart, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 1515 N. Federal Highway, Suite 300, Boca Raton, Florida 33432.
3. The name and address of the agent for service of process on the Partnership is Jeffrey A. Deutch, P.A., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. *M21139*
4. The name and business address of the sole general partner is Altman Harborage Cottages GP, LLC, 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432. *L05-1430*
5. The mailing address of the Partnership is 1515 S. Federal Highway, Suite 300, Boca Raton, Florida 33432.
6. The latest date upon which the Partnership will dissolve is December 31, 2053.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of the Partnership this 28<sup>th</sup> day of February, 2005.

GENERAL PARTNER:

ALTMAN HARBORAGE COTTAGES GP, LLC  
a Florida limited liability company

By: 

Joel L. Altman, Manager

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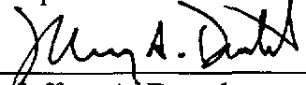
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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Harborage Cottages II – Stuart, Ltd., a Florida limited partnership (the “Partnership”), in the foregoing Certificate of Limited Partnership, the undersigned professional association, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

JEFFREY A. DEUTCH, P.A.,  
a Florida professional association

By: \_\_\_\_\_

  
Jeffrey A. Deutch  
President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, constituting the sole general partner of Harborage Cottages II – Stuart, Ltd., a Florida limited partnership, certifies as follows:

FIRST: The amount of capital contributions to date of the limited partners is \$0.00.

SECOND: The total amount contributed and anticipated to be contributed by the limited partners as this time totals \$7,500.

Executed this 28<sup>th</sup> day of February, 2005.

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.

GENERAL PARTNER:

ALTMAN HARBORAGE COTTAGES GP, LLC.,  
a Florida limited liability company

By: \_\_\_\_\_

Joel L. Altman, Manager

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