

Certificate of Limited Partnership

A05000000580
FILED
March 23, 2005
Sec. Of State
gharvey

Name of Limited Partnership:

HELLER PACIFIC LAND HOLDINGS II, LTD.

Business Address of Limited Partnership:

288 NINTH STREET
WINTER GARDEN, FL. 34787

Mailing Address of Limited Partnership:

288 NINTH STREET
WINTER GARDEN, FL. 34787

The name and Florida street address of the registered agent is:

HARRY H FALK
288 NINTH STREET
WINTER GARDEN, FL. 34787

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: HARRY H. FALK

The latest date upon which the Limited Partnership is to be dissolved is:

DECEMBER 31, 2060

The name and address of all general partners are:

Title: G
HELLER PROPERTIES II, LLC
288 NINTH STREET
WINTER GARDEN, FL. 34787 US

The effective date for this Limited Partnership shall be:

03/23/2005

Affidavit of Capital Contributions For Florida Limited Partnership

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The undersigned constituting all of the general partners of:
HELLER PACIFIC LAND HOLDINGS II, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
990.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
990.00

Signed this Twenty Third day of March, 2005

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

General Partner Signature: HARRY H FALK