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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2005 MAR 24 PM 2:56

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J. BRYAN MAR 25 2005

**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:
Heritage Investment Fund II, LLLP

Insert limited partnership's Florida document number: _____
or

Attach Certificate of Limited Partnership, Affidavit of Capital Contributions and applicable limited partnership filing fees.

2. The complete name of the entity after filing Statement of Qualification shall be:

Heritage Investment Fund II, LLLP

(Must include LLLP or L.L.L.P.)

3. The street address of its chief executive office: 7100 W. Camino Real Blvd.
(if different from current recorded address): Suite 402

Boca Raton, FL 33433

4. The street address of principal office in Florida: 7100 W. Camino Real Blvd.
(if different from above) Suite 402

Boca Raton, FL 33433

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be:

XX as of the date this document is filed with the Florida Secretary of State

or

_____ a date later than the time of filing: _____

7. The name and Florida street address of the partnership's agent for service of process:

Ashley Bloom

7100 W. Camino Real Blvd., Suite 402

Boca Raton, Florida 33433

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 23 day of March, 2005.

Signature of TWO Partners:

Typed or printed names of partners signing above: Ashley Bloom

~~Wayne Horne~~ Howard Bloom (H)

Filing Fee: \$25.00
Certified Copy (optional): \$52.50
Certificate of Status (optional): \$8.75

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