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TALLAHASSEE, FLORIDA

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J. BRYAN MAR 23 2005

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Heritage Investment Fund II, LLLP  
(Name of Limited Partnership)

DOCUMENT NUMBER: \_\_\_\_\_

The enclosed Statement of Qualification for Florida Limited Liability Limited Partnership and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bruce C. Rosetto, Esq.  
(Name of Person)

Blank Rome LLP  
(Firm/Company)

1200 N. Federal Highway, Suite 417  
(Address)

Boca Raton, FL 33432  
(and Zip Code)

For further information concerning this matter, please call:

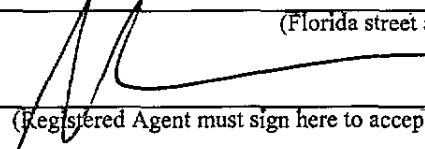
Bruce C. Rosetto at ( 561 ) 417.8100  
(Name of Person) (Area Code & Daytime Telephone Number)

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

## CERTIFICATE OF LIMITED PARTNERSHIP

1. Heritage Investment Fund II, LLLP  
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 7100 W. Camino Real Blvd., Suite 402, Boca Raton, FL 33433  
(Business address of Limited Partnership)
3. Ashley Bloom  
(Name of Registered Agent for Service of Process)
4. 7100 W. Camino Real Blvd., Suite 402, Boca Raton, FL 33433  
(Florida street address for Registered Agent)
5.   
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 7100 W. Camino Real Blvd., Suite 402, Boca Raton, FL 33433  
(Mailing Address of the Limited Partnership)

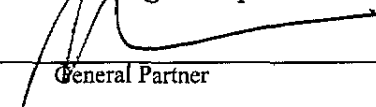
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7. The latest date upon which the Limited Partnership is to be dissolved is: 04/01/2006
8. Name(s) of general partner(s):  
Fund Management Group, LLC  
#L05000028620
- Street address:  
7100 W. Camino Real Blvd.  
Suite 402  
Boca Raton, FL 33433

*Under 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.*

Signed this 23 day of March, 2005

Signature of all general partners:

  
General Partner  
  
\_\_\_\_\_  
General Partner  
  
\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner  
  
\_\_\_\_\_  
General Partner  
  
\_\_\_\_\_  
General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS  
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Heritage Investment Fund  
II, LLLP

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time  
totals \$ 2,000,000.

Signed this 23 day of March, 2005.

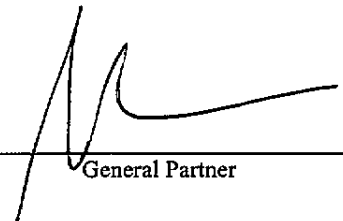
FURTHER AFFIANT SAYETH NOT.

*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.*

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

  
\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

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