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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

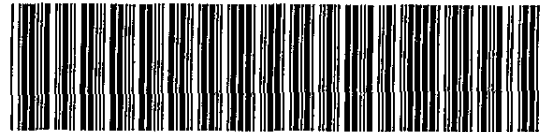
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W05-13400

1023, 535

Office Use Only



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04/01/05--01065--002 **35.00

03/14/05--01050--025 **1750.00

FILED
TALLAHASSEE, FLORIDA

05 MAR 31 AM 11:43

John C. Osberger
ATTORNEY AT LAW
2951 N.W. 107th Avenue
Coral Springs, Florida 33065-3624
Telephone and Telecopier:
(954) 753-5842

March 22, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Jason Merrick

Re: JMR Capital Partners II, Ltd.

Dear Mr. Merrick:

Enclosed herewith please find my trust account check in the amount of \$35.00 for the registered agent fee to complete the filing for the above limited partnership.

If you have any questions please contact the undersigned.

Very truly yours,


John C. Osberger

JCO/rh
Enclosure

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 15, 2005

JOHN C. OSBERGER
2951 N.W. 107TH AVENUE
CORAL SPRINGS, FL 33065-3624

SUBJECT: JMR CAPITAL PARTNERS II, LTD.
Ref. Number: W05000013400

We have received your document for JMR CAPITAL PARTNERS II, LTD. and your check(s) totaling \$1750.00. However, the document has not been filed and is being retained in this office for the following:

LIMITED PARTNERSHIP CERTIFICATE/APPLICATION BASIC FEES

Filing fees \$52.50 minimum - \$1750 maximum
Registered Agent Designation \$35

The filing fee is based on the total amount contributed and anticipated to be contributed by the limited partners as shown in the affidavit at a rate of \$7 per \$1000. The filing fee for an Application to Register a Foreign Limited Partnership is based on the total amount contributed by the limited partners allocated for the purpose of transacting business in the State of Florida at a rate of \$7 per \$1000.

Certified Copy	\$52.50
(15 pages or less, \$1 for each additional page after initial 15 pages)	
Registered Agent/Office Change	\$35
Name Reservation	
(120 days nonrenewable)	\$35
Amendment	
(other than specified)	\$52.50
Affidavit Decreasing Contributions	\$52.50
Affidavit Increasing Contributions	
\$7 per \$1000 on increase only	
(\$52.50 minimum-\$1750 maximum)	
Certificate of Status or Fact	\$8.75
Cancellation	\$52.50
Resignation of Registered Agent	\$87.50
LP Annual Report/Uniform Business Report	
\$7 per \$1000 of invested capital	
(\$52.50 minimum - \$437.50 maximum)	
plus Supplemental Fee of \$138.75	
Reinstatement	

STATE
TALLAHASSEE, FLORIDA

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(\$500 for each year or part thereof the
partnership was revoked plus the delinquent
annual report/uniform business report fees)
There is a fee of \$35.00 due.

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6890.

Jason Merrick
Document Specialist

Letter Number: 705A00017728

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SEC. OF STATE
TALLAHASSEE, FLORIDA

John C. Osberger
ATTORNEY AT LAW
2951 N.W. 107th Avenue
Coral Springs, Florida 33065-3624
Telephone and Telecopier:
(954) 753-5842

March 11, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: JMR Capital Partners II, Ltd.

Dear Sir or Madam:

Enclosed herewith please find Certificate of Limited Partnership and Affidavit of Capital Contributions for the above limited partnership and my trust account check in the amount of \$1,750.00.

Please file and return a copy to the undersigned.

If you have any questions please contact the undersigned.

Very truly yours,


John C. Osberger

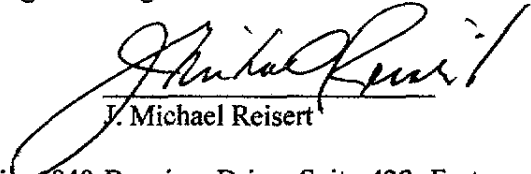
JCO/rh
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

J. Michael Reisert, President of Back Bay Management, Inc., does hereby certify that:

1. The name of the limited partnership is: JMR CAPITAL PARTNERS II, LTD.
2. The business address of the limited partnership is: 1040 Bayview Drive, Suite 428, Fort Lauderdale, Florida 33304.
3. The name of the Registered Agent is: J. Michael Reisert.
4. The street address for the Registered Agent is 1040 Bayview Drive, Suite 428, Fort Lauderdale, Florida 33304.
5. J. Michael Reisert hereby accepts designation as Registered Agent for Service of Process.

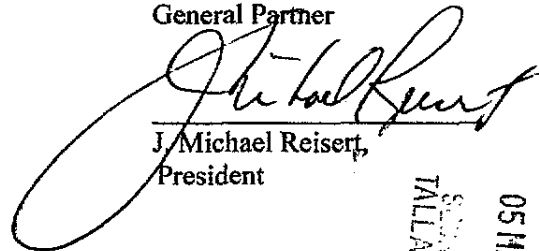

J. Michael Reisert

6. The mailing address for the limited partnership is: 1040 Bayview Drive, Suite 428, Fort Lauderdale, Florida 33304.
7. The latest date upon which the limited partnership is to dissolve is: December 31, 2055.
8. The name and street address of the general partner is Back Bay Management, Inc., 1040 Bayview Drive, Suite 428, Fort Lauderdale, Florida 33304. 705-23636

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

Signed this 4 day of March, 2005.

Back Bay Management, Inc.,
General Partner


J. Michael Reisert,
President

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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

The undersigned, being the sole general partner of JMR CAPITAL PARTNERS II, LTD., a Florida Limited Partnership, certifies:

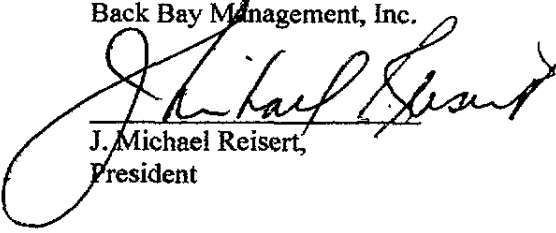
The amount of capital contributions to date of the limited partners is \$100.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals Fifty Million (\$50,000,000) Dollars.

Signed this 4 day of March, 2005.

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

Back Bay Management, Inc.


J. Michael Reisert,
President

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA