

Certificate of Limited Partnership

A05000000932
FILED
May 11, 2005
Sec. Of State
dcushing

Name of Limited Partnership:

THEATRE ASSOCIATES ACQUISITIONS HOLDINGS II, LTD.

Business Address of Limited Partnership:

330 SOUTH PINEAPPLE AVENUE
SUITE 102
SARASOTA, FL. US 34236

Mailing Address of Limited Partnership:

330 SOUTH PINEAPPLE AVENUE
SUITE 102
SARASOTA, FL. US 34236

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

KENNETH E D'AGOSTINO
330 SOUTH PINEAPPLE AVENUE
SUITE 102
SARASOTA, FL. 34236

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

Registered Agent Signature: KENNETH E. D'AGOSTINO

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

12/31/2035

The name and address of all general partners are:

Title: G
TAAH II, INC.
330 SOUTH PINEAPPLE AVENUE, SUITE 102
SARASOTA, FL. 34236 US

The effective date for this Limited Partnership shall be:

05/11/2005

**Affidavit of Capital Contributions
For Florida Limited Partnership**

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The undersigned constituting all of the general partners of:
THEATRE ASSOCIATES ACQUISITIONS HOLDINGS II, LTD.

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is:
1,000.00

The total amount contributed and anticipated to be contributed by the
limited partners at this time totals:
1,000.00

Signed this Eleventh day of May, 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: RICHARD TUTTLE