

Certificate of Limited Partnership

A05000001411
FILED
July 19, 2005
Sec. Of State
gharvey

Name of Limited Partnership:

ODYSSEY OPERATING PARTNERSHIP II, LTD.

Business Address of Limited Partnership:

500 SOUTH FLORIDA AVE.
SUITE 700
LAKELAND, FL. US 33801

Mailing Address of Limited Partnership:

500 SOUTH FLORIDA AVE.
SUITE 700
LAKELAND, FL. US 33801

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

HAL A AIRTH JR.
500 SOUTH FLORIDA AVE.
SUITE 800
LAKELAND, FL. 33801

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

Registered Agent Signature: HAL A. AIRTH, JR.

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

12/31/2080

The name and address of all general partners are:

Title: G
ODYSSEY DIVERSIFIED PROPERTIES, INC.
500 SOUTH FLORIDA AVE, SUITE 700
LAKELAND, FL. 33801 US

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

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The undersigned constituting all of the general partners of:
ODYSSEY OPERATING PARTNERSHIP II, LTD.

a Florida Limited Partnership, certify:

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

0.00

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

100,000,000.00

Signed this Nineteenth day of July, 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: LAWRENCE T. MAXWELL, PRESIDENT