

A05WU001874

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(City/State/Zip/Phone #)

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(Business Entity Name)

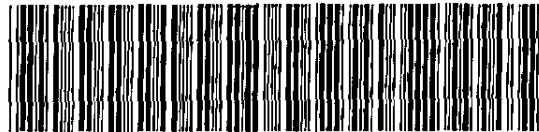
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TALLAHASSEE, FLORIDA

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CLERK OF COURT
TALLAHASSEE, FLORIDA

GRAY|ROBINSON
ATTORNEYS AT LAW

October 6, 2005

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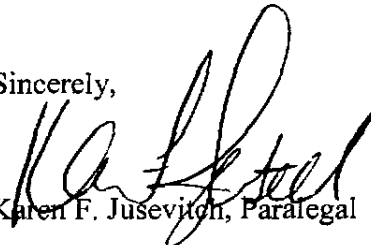
Dear Sir or Madam:

Enclosed for filing, please find the **CERTIFICATE OF LIMITED PARTNERSHIP**, along with a check in the amount of **\$140.00** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

SEMINOLE WAREHOUSE PARTNERS II, LTD.

Upon receipt, please date stamp the copy of the letter provided and call me at 577-9090 when the documents are ready. Thank you for your assistance in this matter.

Sincerely,


Karen F. Jusevitch, Paralegal

KJ/hs

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
SEMINOLE WAREHOUSE PARTNERS II, LTD.
a Florida Limited Partnership**

1. Name. The name of the limited partnership is as follows:

SEMINOLE WAREHOUSE PARTNERS II, LTD.

2. Name and Address of Registered Agent. The name and address of the registered agent and office for service of process of the limited partnership are as follows:

Richard Cardamone
4051 West State Road 46
Sanford, FL 32771

3. General Partner. The name and address of the general partner of the limited partnership is as follows:

SEMINOLE WAREHOUSE PARTNERS II GP, INC.
4051 West State Road 46
Sanford, FL 32771

P05000129133

4. Location of Principal Place of Business and Mailing Address. The location of the principal place of business and mailing address of the limited partnership is as follows:

4051 West State Road 46
Sanford, FL 32771

5. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve is December 31, 2053.

Under penalties of perjury, the undersigned declares that the undersigned has read the foregoing and knows the contents thereof and that the facts stated herein are true and correct.

Signed this 6th day of October, 2005.

**SEMINOLE WAREHOUSE PARTNERS II, LTD., a
Florida Limited Partnership**

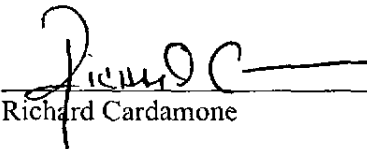
By: SEMINOLE WAREHOUSE PARTNERS II GP,
INC., a Florida Corporation, the General Partner

By: Richard Cardamone
Richard Cardamone, its President

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for SEMINOLE WAREHOUSE PARTNERS II, LTD., a Florida limited partnership, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 6th day of October, 2005.


Richard Cardamone

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

THE UNDERSIGNED, Richard Cardamone, in his capacity as a President of SEMINOLE WAREHOUSE PARTNERS II GP, INC., a Florida corporation, the General Partner of SEMINOLE WAREHOUSE PARTNERS II, LTD., a Florida limited partnership, hereinafter referred to as the Partnership, upon being sworn, certifies as follows:

1. The amount of capital contributions to date of the limited partners of the Partnership is \$10.00.
2. The total amount of capital contributions contributed and anticipated to be contributed by the limited partners is \$10.00


Signed this 6th day of October, 2005.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, I declare that I have read the foregoing, and that the facts set forth therein are true and correct to the best of my knowledge and belief.

**SEMINOLE WAREHOUSE PARTNERS II,
LTD., a Florida Limited Partnership**

By: SEMINOLE WAREHOUSE PARTNERS II
GP, INC., a Florida Corporation, the General
Partner

By: 
Richard Cardamone, its President