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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

A05-1875

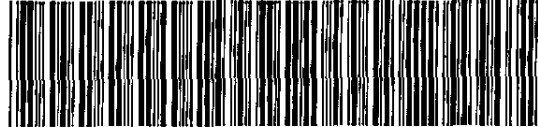
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SEC. OF STATE
TALLAHASSEE FLORIDA

MURAI WALD BIONDO MORENO & BROCHIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SENDER'S E-MAIL
j21obclay@mwbm.com

October 3, 2005

Via FedEx

Florida Department of State
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: Jacks Suniland Center 2, Ltd
Our File No. 1510-039

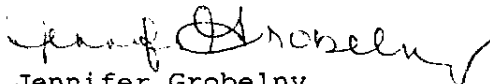
Dear Sir or Madam:

Enclosed please find a Certificate of Limited Partnership for Jacks Suniland Center 2, Ltd, which is to be filed with the Florida Secretary of State, along with our firm's check in the amount of \$1,785, which represents the filing fee for the same.

If you have any questions or there are any problems, please contact me at (305) 444-0101 ext. 304.

Thank you for your attention to this matter.

Sincerely yours,


Jennifer Grobelny

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THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
Murai Wald Biondo Moreno & Brochin P.A.
Two Alhambra Plaza, PH 1B
Coral Gables, FL 33134
(305) 444-0101

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TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
JACKS SUNILAND CENTER 2, LTD

The undersigned, desiring to form a limited partnership, pursuant to the laws of the state of Florida, certify as follows:

1. The name of the Partnership is JACKS SUNILAND CENTER 2, LTD.
2. The purpose of the Partnership is to acquire and manage real and personal property.
3. The principal place of business and mailing address of the Partnership is 1550 Madruga Avenue, Suite 230, Coral Gables, Florida 33146.
4. The name and principal place of business of the General Partner is as follows:

General Partner: Jack's Suniland Center 2, Inc.
PO5-133142
1550 Madruga Avenue
Suite 230
Coral Gables, FL 33146

5. The term for which the Partnership is to exist is from the date of the Certificate of Limited Partnership is issued by the Secretary of State, through December 31, 2050, unless sooner terminated.

6. The amount of property initially contributed by the Limited Partnership is \$1,350,000.00.

7. The Limited Partner is not required to contribute any additional capital to the Partnership.

8. The name and address of the Registered Agent for service of process is: Suchman Retail Group, Inc., 1550 Madruga Avenue, Suite 230, Coral Gables, FL 33146

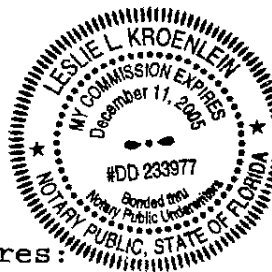
IN WITNESS WHEREOF, the undersigned, being duly sworn, have certified, sworn to and agreed to the foregoing this 29th day of September, 2005.

GENERAL PARTNER:
JACK'S SUNILAND CENTER 2, INC., a
Florida corporation

By: [Signature]
Name: Lawrence E. Suchman
Title: President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this day of Sept. 29, 2005 by Lawrence E. Suchman, as President of JACK'S SUNILAND CENTER 2, INC. He is personally known to me or has produced as identification.



[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Leslie L. Kroenlein
Commission No.: _____

My Commission expires:

CERTIFICATE OF REGISTERED AGENT
OF
JACKS SUNILAND CENTER 2, LTD

In pursuance of Chapter 620.105, Florida Statutes, the following is submitted, in compliance with said Act:


That JACKS SUNILAND CENTER 2, LTD desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at the City of Coral Gables, County of Miami-Dade, State of Florida, has named Suchman Retail Group, Inc., 1550 Madruga Avenue, Suite 230, Coral Gables, FL 33146 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 29th day of September, 2005.

SUCHMAN RETAIL GROUP, INC.

By: 
Name: Lawrence E. Suchman
Title: President

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Lawrence E. Suchman, who being duly sworn deposes and states as follows:

1. That he is the President of JACK'S SUNILAND CENTER 2, INC, the sole general partner of JACK'S SUNILAND CENTER 2, LTD, a Florida limited partnership.

2. That the amount of capital contributions contributed by the limited partner is \$1,350,000.00, which amount is the total amount anticipated to be contributed by the limited partners.

3. Further Affiant sayeth naught.

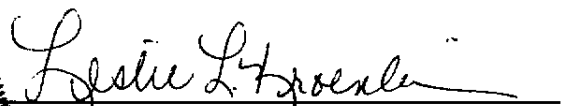
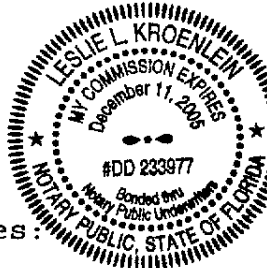


Name: Lawrence E. Suchman

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 29th day of September, 2005 by Lawrence E. Suchman, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC, STATE OF FLORIDA

Print name: Leslie L. Kroenlein

Commission No.: _____

My Commission expires: