

Aug-04-2008 10:55am

From-RUDEN MCCLOSKEY 17 FL ST

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Florida Department of State

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

Account Number : 076077000521

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*Please give me the
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FLORIDA/FOREIGN LP/LLP

Investments II, Ltd.

Feldman Enterprises, Ltd.

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2006 AUG -2 A 10: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



August 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FELDMAN INVESTMENT II, LTD.

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and re-fax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Effective January 1, 2006, Chapter 620, Florida Statutes, does not require or permit the filing of an "Affidavit of Capital Contributions." Therefore, you must re-fax the document without the "Affidavit of Capital Contributions" attached.

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

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Tammi Cline
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FELDMAN INVESTMENTS II, LTD.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Florida Department of State this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Feldman Investments II, LTD. (the "Partnership").
2. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") are, Lawrence S. Feldman at 13924 SW 107th Terrace, Miami, Florida, 33186.
3. The address of the office in the State of Florida at which the records of the Partnership required to be maintained by Section 620.105 of the Act will be kept is 13924 SW 107th Terrace, Miami, Florida, 33186.
4. The name and business address of the General Partner of the Partnership are Feldman Holdings, L.L.C. at 13924 SW 107th Terrace, Miami, Florida, 33186.
5. A mailing address for the Partnership is 13924 SW 107th Terrace, Miami, Florida, 33186.
6. The latest date upon which the Partnership is to dissolve is fifty (50) years following the filing of this Certificate of Limited Partnership, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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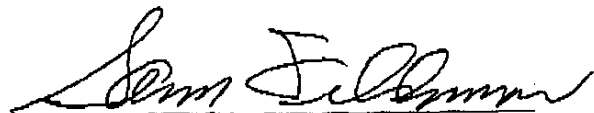
IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has
duly executed this Certificate of Limited Partnership of Feldman Investments II, Ltd., this 2nd day
of July, 2006, for filing in accordance with Section 620.108 of the Florida Revised Uniform
Limited Partnership Act (1986).

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

FELDMAN HOLDINGS, L.L.C.



By: Sam Feldman
Title: President

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

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THE UNDERSIGNED, named as the agent for service of process in paragraph two of the
Certificate of Limited Partnership of Feldman Investments II, Ltd., hereby accepts the appointment as
such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed
upon registered agents under the Florida Revised Uniform Limited Partnership Act (1986).

DATED: July 31, 2006.


LAWRENCE S. FELDMAN, Registered Agent