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DECRETARY OF STATE

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LAW OFFICES OF.

JOEL REINSTEIN, P.A.

JOEL REINSTEIN JOEL@REINSTEINLAW.COM

WACHOVIA PLAZA • SUITE 325 925 SOUTH FEDERAL HIGHWAY BOCA RATON, FLORIDA 33432

PHONE (561) 393-6714 FAX (561)393-1909

June 15, 2007

FEDERAL EXPRESS-PRIORITY

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

> Re: JMSB Family Partners II LLLP

Dear Sir:

Enclosed please find the following documents for filing regarding the above limited partnership:

- Certificate of Limited Partnership.
- Acceptance of Appointment as Registered Agent.

Also enclosed is a check in the amount of \$1,000 representing the filing fee, which amount includes the \$35 registered agent fee.

We have also enclosed a copy of each of the above documents. Please return a stamped filed copy to the undersigned in the enclosed envelope.

Please contact the undersigned if you have any questions.

Thank you for your cooperation in this matter.

cerely,

Reinstein

Enclosures-check

cc: Mr. Johnny J. Zacco

State-ZACCO-LLLPII.ltr

FILED

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CERTIFICATE OF LIMITED PARTNERSHIP

JMSB FAMILY PARTNERS II LLLP

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP

The undersigned General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2006 as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

- 1. The name of the Partnership is JMSB FAMILY PARTNERS II LLLP.
- 2. The address of the office of the Partnership is 8680 Highway 200, Ocala, FL 34481.
- 3. The name and address of the agent for service of process of the Partnership is John J. Zacco, 8680 S.W. Highway 200, Ocala, FL 34481.
- 4. The name and business address of the General Partner is: FINMARK ASSET MANAGEMENT LLC, 8680 S.W. Highway 200, Ocala, FL 34481.
- 5. The mailing address of the Partnership is 8680 S.W. Highway 200, Ocala, FL 34481.
 - 6. The term of the Partnership shall be perpetual.
- 7. The Partnership elects to become a Limited Liability

Limited Partnership.

This Certificate is duly executed and is being filed in accordance with Section 620.1201 of the Florida Revised Uniform Limited Partnership Act of 2006.

The execution of this Certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

JMSB FAMILY PARTNERS II LLLP.

By: FINMARK ASSET MANAGEMENT LLC General Partner

By:

John J. Zacdo, President

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STATE OF FLORIDA

SS:

COUNTY OF MARION:

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JOHN J. ZACCO, to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of lune ____, 2007.

My commission expires:

Name:

Notary Public, State of Florida

DEBORAH L. FUGATE Notary Public, State of Florida My comm. exp. Sept. 13, 2009 Comm. No. DD 468702

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for JMSB FAMILY PARTNERS II LLLP, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

John J. Zacco

ZACCO-JMSBFAMILYPARTNERSIILLLP.CER

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SECRETARY OF STATE
SECRETARY OF STATE