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Division of Corporations

DEAN MEAD EGERTON

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M. Johnson Investment Partners II, LLLP

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. THOR

JAN 14 2009

EXAMINER

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
M. JOHNSON INVESTMENT PARTNERS II, LLLP**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act of 2005, Sections 620.1101 through 620.2205 of the Florida Statutes, hereby states the following:

1. The name of the Partnership is M. Johnson Investment Partners II, LLLP.
2. The street address of the initial designated office of the Partnership is 1558 Waterwitch Drive, Orlando, Florida 32806.
3. The mailing address of the initial designated office of the Partnership is 1558 Waterwitch Drive, Orlando, Florida 32806.
4. The name and address of the registered agent for service of process on the Partnership are Melvin J. Johnson, III, M.D., 1558 Waterwitch Drive, Orlando, Florida 32806.
5. The Partnership elects to be a limited liability limited partnership.
6. The name and business address of the General Partner are:

<u>Name</u>	<u>Address</u>
M. Johnson Management Corporation	1558 Waterwitch Drive Orlando, Florida 32806

7. The Partnership shall exist in perpetuity, until dissolved in accordance with Section 620.1203, Florida Statutes.

8. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

Dated this 13th day of January, 2009.

M. JOHNSON MANAGEMENT
CORPORATION, a Florida corporation

By: _____

Melvin J. Johnson, III, M.D., President

CLERK OF STATE
TALLAHASSEE, FLORIDA

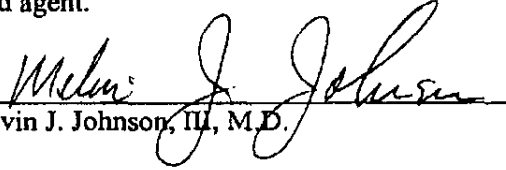
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the above-named Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.


Melvin J. Johnson, III, M.D.09 JAN 13 AM 7:57
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