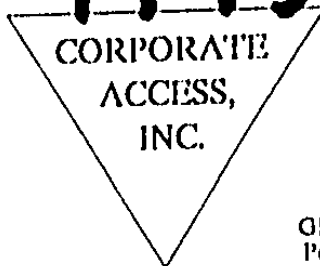


A95000000692



1116-D Thomasville Road
Mount Vernon Square
Tallahassee, Florida 32301
(904) 222-2666
(904) 222-1666 (Fax)
(800) 969-1666

GLINDA P. BENNETT
Personal Representative

400001476814
-05/04/95--01121--004
***360.50 ***360.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Sandler Group L.P. II, Ltd.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

☐ Mail out

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TAX _____
FILING _____
AGENT FEE _____
COPY _____
TOTAL _____
BANK _____
BALANCE DUE _____

Examiner's Initials

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:49
FILED

Buck,
I need this
filed before 11:00
if possible
Thanks
Glinda

CERTIFICATE OF LIMITED PARTNERSHIP
OF

SANDLER GROUP L.P. II, LTD.
a Florida limited partnership

RECEIVED
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:48

The undersigned general partners desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the Partnership is Sandler Group L.P. II, Ltd., a Florida limited partnership.

2. The name and address of the agent for service of process of the Partnership are:

Rollnick Rosen Linden Steinman & Levy, P.A.
133 Sevilla
Coral Gables, Florida 33134

3. The name and business address of the general partner is as follows:

Sandler Group, Inc., a Delaware corporation
1050 Lee Wagner Boulevard
Suite 301
Ft. Lauderdale, Florida 33315

F950000002138

4. The mailing address of the Partnership is 1050 Lee Wagner Boulevard, Suite 301, Ft. Lauderdale, Florida 33315.

5. The latest date upon which the Partnership shall dissolve is December 31, 2045.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Sandler Group, Inc., the general partner of Sandler Group L.P. II, Ltd., a Florida limited partnership, this 27th day of April, 1995.

GENERAL PARTNER:

SANDLER GROUP, INC., a Delaware corporation

By: _____

Gary Rubin, Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS


STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned personally appeared Gary Rubin, Vice President of Sandler Group, Inc., a Delaware corporation, the sole general partner of Sandler Group L.P. II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certifies as follows:

1. That amount of capital contributions to the Partnership made by the limited partners is Thirty-Nine Thousand Six Hundred (\$39,000) Dollars.
2. I do not anticipate any additional capital contributions to be contributed by the limited partner.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

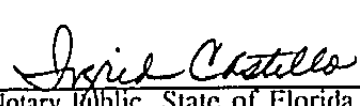
By: 
Gary Rubin, Vice President
Sandler Group, Inc., a Delaware
corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:48

Dated: April 27, 1995

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day of April, 1995, by Gary Rubin, Vice President of Sandler Group, Inc., a Delaware corporation, sole general partner on behalf of Sandler Group L.P. II, Ltd., a Florida limited partnership. He is personally known to me or has produced a driver's license issued by the State of Florida, Department of Motor Vehicles, as identification.


Notary Public, State of Florida
Print Name: INGRID CASTILLO
Serial Number: CC 117969
My commission expires:

NOTARY PUBLIC STATE OF FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Sandler Group L.P. II, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, the undersigned, on behalf of the Partnership, hereby agrees 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 registered agent.

REGISTERED AGENT

By: Lawrence N. Rosen
Lawrence N. Rosen

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 2 PM 12:02

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -1 PM 3:48

April 27, 1995 (Thursday 2:30pm)

10895/50015118.LNR/nk

FILE ON OR BEFORE DECEMBER 31, 1995 ON PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Martinez
Secretary of State
DIVISION OF CORPORATIONS

FILED

95 DEC 27 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000692

SANDLER GROUP L.P. II, LTD.

2. New Mailing Address, if Applicable

Mailing Address
1050 LEE WAGNER BLVD., SUITE 301
FT. LAUDERDALE FL 33315

Principal Office Address

1050 LEE WAGNER BLVD., SUITE 301
FT. LAUDERDALE FL 33315

3. Date Form or Registered to Do Business in
FLORIDA 05/01/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record

\$39,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

\$1,000

6. FEI Number

65-0575406

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$6.75 Additional Fee Required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

9. Name and Address of Current Registered Agent

ROLLNICK ROSEN LINDEN STEINMAN & LEVY, P.A.
133 SEVILLA
CORAL GABLES FL 33134

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

SANDLER GROUP, INC.

1050 LEE WAGNER BLVD.

FT. LAUDERDALE FL 333

F95000002138

600001680636
-01/05/96--01111--002
***191.25 ***191.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, owner or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE

David Ross

DATE 12/7/95

(954) 359-0095

Typed or Printed Name of General Partner Signing Form

Telephone Number

A95000000692

SANDLER GROUP L.P. II, LTD.
1050 LEE WAGERER BLVD.
SUITE 301
FT. LAUDERDALE, FLORIDA 33315
(954) 359-0095
FAX (954) 359-0094

February 18, 1997

Florida Dept. Of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

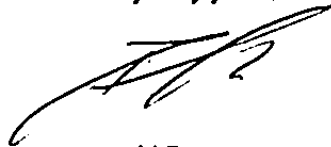
600002094136--9
-02/21/97--01035--002
*****52.50 *****52.50

Re: Sandler Group L P. II, Ltd.
I.D.#65-0575406

Gentlemen:

Enclosed please find Certificate of Cancellation and a check to cover the fee to file the cancellation. The acknowledgment should be sent to the attention of Mr. Jeff Levine at the above address. If you should have any questions you can contact Mr. Levine at the above telephone number.

Very truly yours,



David Ross
Partner

FILED

FEB 21 10:50

A95000000692

Form	
Document	
Updater	
Updater	
Verifier	
Action/Document	
W. P. Verifier	

**CERTIFICATE OF CANCELLATION
FOR**

SANDLER GROUP L.P. II, LTD.

(insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.113, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on MAY 1, 1995, hereby submits this certificate of cancellation.

FIRST: Reason for cancellation: (State why partnership is submitting cancellation)

REASON FOR FORMING PARTNERSHIP NEVER MATERIALIZED.
PARTNERSHIP NEVER ENGAGED IN BUSINESS.

SECOND: This certificate of cancellation shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signatures of all general partners:



DAVID ROSS

