A95000000839

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

95 JUN -2 PM 1:52

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

A95000000839

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -2 PM 1:23

COST LIMIT : $ PPD

ORDER DATE : June 2, 1995

ORDER TIME : 10:25 AM

ORDER NO. : 608981

CUSTOMER NO: 3692A

CUSTOMER: Merry H. Pieper, Legal Asst
CALFEE HALTER & GRISWOLD

Suite 1800
800 Superior Avenue
Cleveland, OH 44114-2688

C. TAX	
FILING	175.00
R AGENT FEE	35.00
C. COPY	17.50
TOTAL	
N. BANK	
BALANCE DUE	

DOMESTIC FILING

NAME: FLORIDA INCOME FUND MORTGAGE PARTNERS II, LTD.

100001508361
-06/08/95--01047--001
***1785.00 *****17.85

_____ ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

6/2/95

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: BK

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DIVISION OF CORPORATIONS
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CERTIFICATE OF LIMITED PARTNERSHIP
OF

1. Florida Income Fund Mortgage Partners II, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")

2. c/o Mariner Capital Management, Inc., 13391 McGregor Blvd., Suite #4, Fort Myers, FL 33919
(The Business Address of Limited Partnership)

3. Lawrence A. Raimondi
(Name of Registered Agent for Service of Process)

4. c/o Mariner Capital Management, Inc., 13391 McGregor Blvd., Suite #4, Fort Myers, FL 33919
(Florida Street Address for Registered Agent)

5. Lawrence A Raimondi
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process.)

6. c/o Mariner Capital Management, Inc. 13391 McGregor Blvd., Suite #4, Fort Myers, FL 33919
(The Mailing Address of the Limited Partnership.)

7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2015

8. NAME OF GENERAL PARTNER(S) — SPECIFIC ADDRESS

G48164

Mariner Capital Management, Inc.	13391 McGregor Blvd., Suite #4 Fort Myers, FL 33919

Signed this 23rd day of May, 1995.

Signature of all general partners:

Mariner Capital Management, Inc.

By: [signature] President

General Partner

General Partner

General Partner

General Partner

General Partner

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DIVISION OF CORPORATIONS
95 JUN -2 PM 1:23

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of Florida Income Fund Mortgage Partners II, Ltd., a Florida Limited Partnership, certify as follows:

The amount of capital contributions to date of the limited partners is $ 0 .

The total amount contributed and anticipated to be contributed by the limited partners at this time totals $ 1,400,000 .

This 23rd day of May , 19 95 .

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FURTHER AFFIANT SAYETH NOT.

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

Mariner Capital Management, Inc.

By: [signature], President
General Partner

General Parnter

General Partner

General Partner

General Partner

General Partner

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

LIMITED PARTNERSHIP ANNUAL REPORT 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
95 OCT 27 PM 2:37

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT # A95000000839

FLORIDA INCOME FUND MORTGAGE PARTNERS II, LTD.

Mailing Address
C/O MARINER CAPITAL MANAGEMENT, INC.
13391 MCGREGOR BLVD., SUITE #4
FORT MYERS FL 33919

Principal Office Address
C/O MARINER CAPITAL MANAGEMENT, INC.
13391 MCGREGOR BLVD., SUITE #4
FORT MYERS FL 33919

2. New Mailing Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

2a. New Principal Office Address, If Applicable
Suite, Apt. #, etc.
City, State & Zip

If above address(es) are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a.

3. Date Formed or Registered to Do Business in FLORIDA: 06/02/1995

3a. Date of Last Report:

4. State or Country of Formation: FL

5a. Capital Contributions as Shown on Record: $1,400,000.00

5b. Amount of Capital Contributions in FLORIDA to date: $1,400,000.00

6. FEI Number: 65-0608244

7. CERTIFICATE OF STATUS REQUIRED — Applied For / Not Applicable — $8.75 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)
Note: 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

RAIMONDI, LAWRENCE A
C/O MARINER CAPITAL MANAGEMENT, INC.
13391 MCGREGOR BLVD., SUITE #4
FORT MYERS FL 33919

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
MARINER CAPITAL MANAGEMENT,	13391 MCGREGOR BLVD.,	FORT MYERS FL 33919	G48164

200001632982
-11/09/95--01024--025
****576.25 ****576.25

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 does not qualify for the exemption stated in section 119.07(3)(i), Florida Statutes. I release the Division of Corporations from any liability ... I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by Chapter 620, Florida Statutes.

SIGNATURE: [signature] Lawrence A. Raimondi

Typed or Printed Name of General Partner Signing Form

DATE: 10|25|95

Telephone Number: 941-437-0555

CR2E003 (6/95)

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