

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0171  
904-222-0191 FAX

800-342-6086



network  
PRIVATE, PARTIAL  
LEGAL & FINANCIAL SERVICES

**A960000000655**

ACCOUNT NO. : 072100000032

REFERENCE : 905709 4310694

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 3, 1996

ORDER TIME : 10:17 AM

FILE SECOND!!!

ORDER NO. : 905709

FILE SECOND!!!

CUSTOMER NO: 4310694

CUSTOMER: Linda Frazier, Esq  
BROAD AND CASSEL

Suite 3000, Miami Center  
201 South Biscayne Boulevard  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
APR 3 1996 5 PM 2:14

W96000007317

DOMESTIC FILING

NAME: PRIVATE OPPORTUNITY PARTNERS  
II, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS: \_\_\_\_\_

**A96-655**

Name Availability	<b>GA</b>
Document Examiner	GSH
Updater	GSH
Updater Verifier	GSH
Acknowledgement	GSH
W. P. Verifier	GSH

96 APR -5 PM 3:14  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 4, 1996

**RESUBMIT**

Please give original  
submission date as file date.

CLINT FUHRMAN  
CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: PRIVATE OPPORTUNITY PARTNERS II, LTD.  
Ref. Number: W96000007317

We have received your document for PRIVATE OPPORTUNITY PARTNERS II, LTD. and check(s) totaling \$140.00. However, your check(s) and document are being returned for the following:

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

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

If you have any questions concerning the filing of your document, please call (904) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 496A00015477

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DIVISION OF CORPORATIONS  
96 APR -5 PM 2:14

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
PRIVATE OPPORTUNITY PARTNERS II, LTD.  
a Florida limited partnership**

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

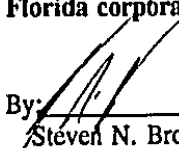
1. The name of the limited partnership is Private Opportunity Partners II, Ltd. (the "Partnership").
2. The name and address of the agent for service of process on the Partnership is Steven N. Bronson, 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309.
3. The name and business address of the sole general partner is B & B Management Group II, Inc., 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309. p96000029527
4. The mailing address of the Partnership is 2101 West Commercial Boulevard, Suite 1500, Fort Lauderdale, Florida 33309. The address of the principal place of business shall be the same.
5. The latest date upon which the Partnership will dissolve is March 15, 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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the sole General Partner of Private Opportunity Partners II, Ltd. this 2<sup>ND</sup> day of April, 1996.

**GENERAL PARTNER:**

**B & B Management Group II, Inc., a  
Florida corporation**


By:   
Steven N. Bronson, President

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DIVISION OF CORPORATIONS  
96 APR 15 PM 2:14

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Private Opportunity Partners II, Ltd., 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 registered agent.

REGISTERED AGENT

  
\_\_\_\_\_  
Steven N. Bronson

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DIVISION OF CORPORATIONS  
96 APR - 5 PM 2:14

## AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF  Broward  )

**BEFORE ME**, the undersigned personally appeared Steven N. Bronson, President of B & B Management Group II, Inc., constituting the sole general partner of Private Opportunity Partners II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

The total initial amount of capital contributions and anticipated capital contributions by the limited partners is Seven Thousand Five Hundred and 00/100 Dollars (\$7,500.00).

**FURTHER AFFIANT SAYETH NOT.**

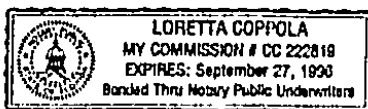
Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

## GENERAL PARTNER:

B & B Management Group II, Inc.

By: [Signature]  
 Steven N. Bronson, President

The foregoing instrument was acknowledged before me this 2nd day of April, 1996, by Steven N. Bronson as President of B & B Management Group II, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.



Loretta Coppola  
 (Signature of Notary Public)

LORETTA COPPOLA  
 (Typed name of Notary Public)  
 Notary Public, State of Florida  
 Commission No. CC 222819  
 My commission expires: 9/27/96

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS

96 APR -5 PM 2:14

A96000000655

Private Opportunity Partners, II, Ltd.  
Requestor's Name

201 S Biscayne Blvd., Ste 2950  
Address

Miami, FL 33131  
City/State/Zip Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 500002111865--3  
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) -03/12/97--01118--004  
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*1750.00 \*\*\*1750.00  
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ 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 checked="" 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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX \_\_\_\_\_  
FILED 1,750.00  
R. \_\_\_\_\_  
C. \_\_\_\_\_  
I. \_\_\_\_\_  
N. \_\_\_\_\_  
BALANCE DUE \_\_\_\_\_  
REFUND \_\_\_\_\_

Examiner's Initials

dec

**BROAD AND CASSEL**  
ATTORNEYS AT LAW

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BOY S. BRYNETT  
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LINDA C. HAZEN  
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ROBERT MURPHY  
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MICHAEL MANTON  
LARRY F. PHILLIPS  
DAVID A. BRYNETT  
DAVID F. LION  
DEBRA S. POTTER  
JENNIFER STEWARD  
CARL S. BROWN  
HOWARD M. BROWN  
ANNEA J. FURBER  
CAROLINE MONTANA  
LIANN M. DOMINIQUE  
TYRON L. LUTMAN  
ALBERTO M. CARMONA

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FAX (305) 373-9443

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WILLIAM M. BOWLAND, JR., P.A.  
WANDA L. BROWN  
ALAN M. OMBLACH  
BRYNARDY BRYNARDY  
WILLIAM P. BRYNARDY  
JOHN S. LAVERNE  
JENNIFER E. DARRIGAN

Writer's Direct Line: 373-9456

March 10, 1997

Via Federal Express

Ms. Diane Cushing  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Private Opportunity Partners II, Ltd. (the "Partnership")  
Reference No.: A96000000655  
Letter No.: 797A00001116

Dear Ms. Cushing:

On behalf of Private Opportunity Partners II, Ltd., I am returning to you the Supplemental Affidavit of Capital Contribution of the Partnership as well as the 1997 Limited Partnership Annual Report for the Partnership reflecting capital contributions in Florida of \$3,000,000.00. We would appreciate your making arrangements to have these documents filed at your earliest convenience. Should you have any questions or require any additional information or documentation, please call me.

Sincerely,

BROAD AND CASSEL

*Linda C. Frazier*  
Linda C. Frazier

LCF:ck  
Encls.

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTION**

The undersigned, constituting the sole general partner of PRIVATE OPPORTUNITY PARTNERS II, LTD., a Florida limited partnership, executed this supplemental affidavit filed pursuant to Section 620.112 of the Florida Statutes.

The undersigned certifies that the total amount of the capital contributions of the limited partners is \$3,000,000 as of this 10th day of December, 1996.

**FURTHER AFFIANT SAYETH NAUGHT.**

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

**B & B MANAGEMENT GROUP II, INC.,**  
a Florida corporation

By: [Signature]  
James S. Cassel, Executive Vice President

FILED  
97 MAR 11 PM 3:30  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of December, 1996, by James S. Cassel as Executive Vice President of B & B Management Group II, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

[Signature]  
(Signature of Notary Public)

\_\_\_\_\_  
(Typed name of Notary Public)  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

