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April 17, 1996

Office of the Secretary of State
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32301

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-04/24/96--01061--007
***140.00 ***140.00

Re: VMP II, Ltd. and VMP II, Inc.
Our File: 2072/10444

To Whom It May Concern:

In connection with the proposed incorporation of VMP II, Ltd. and VMP II, Inc., enclosed please find one duly executed original and one copy of a Certificate of Limited Partnership (with attached Affidavit of Capital Contributions) and Articles of Incorporation, respectively. Also enclosed are two checks made payable to the Department of State in the amounts of \$140.00 and \$122.50, respectively, representing the appropriate filing fees, the Registered Agent fees and the fees to obtain certified copies of the filed Certificate and Articles.

Please endorse your approval of the Certificate and the Articles (ensuring that the corporation is formed first since it is the general partner of the partnership) and return the certified copies directly to the undersigned as soon as possible.

Thank you.

Name	
Availability	
Document	DOC
Examiner	DOC
Enclosures	0
cc: Domenick	R. Lioce, Esq.
P. Verifier	JCC

Very truly yours,

NASON, GILDAN, YEAGER, GERSON
& WHITE, P.A.

Ronald A. Burgess
Ronald A. Burgess
Corporate Paralegal

C. TAX _____
FILING FEE 87.50
R. STATE FEE 52.50
N. CHECK _____
BALANCE DUE _____
REFUND _____

TC
\$7,500.00

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

VMP 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, certifies as follows:

1. Partnership Name. The name of the partnership is VMP II, Ltd. (the "Partnership").

2. Partnership Office and Mailing Address. The office of the Partnership and its mailing address are: 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

3. Name and Address of Registered Agent. The name and address of the registered agent of the Partnership are: Domenick R. Lioce, 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

4. Name and Address of General Partner. The name and business address of the general partner are: VMP II, Inc., 1645 Palm Beach Lakes Boulevard, Suite 1200, West Palm Beach, Florida 33401.

5. Dissolution. The latest date upon which the Partnership may dissolve is December 31, 2026.

6. Affidavit Regarding Capital. The affidavit regarding capital contributions is attached hereto.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of VMP II, Ltd., this 21 day of March, 1996.

General Partner:

VMP II, INC.

By: 
Domenick R. Lioce, President

(SEAL)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for VMP 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:

By: 

Domenick R. Lioce

FILED
96 APR 18 PM 1:40
TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared Domenick R. Lioce, affiant herein, who being sworn on oath deposes and says:

1. I am the President of VMP II, Inc., the general partner of VMP II, Ltd., a Florida limited partnership (the "Partnership").

2. The limited partners of the Partnership have contributed capital in the sum of \$7,500.00.

3. The limited partners of the Partnership anticipate the amount to be contributed is a maximum of \$-0-.

4. Under penalties of perjury, I declare that I have examined this Affidavit, and to the best of my knowledge and belief it is true, correct and complete.

VMP II, INC., General Partner

By: [Signature]
Domenick R. Lioce, President

FILED
96 MAR 18 PM 40

SWORN TO AND SUBSCRIBED before me this 28 day of March, 1996, by Domenick R. Lioce, President of VMP II, Inc., a Florida corporation, who is personally known to me OR who produced _____ as identification and who did not take an oath.

[Signature]
Notary Signature

Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

