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KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.  
ATTORNEYS AT LAW

3000 SOUTH BAYSHORE DRIVE  
SEVENTH FLOOR  
MIAMI, FLORIDA 33133-5901

BERNARD ALLEN  
RICHARD L. BERNAN  
W. TODD BOYD  
DAVID S. DUBNER  
ERICA L. ENGLISH  
MAURICE FAUST  
HOWARD L. FINEBERG  
CAROL KENIN HANOUZZA  
ROBERT C. GRADY  
RICHARD B. IVARS  
MATTHEW D. KATZ  
MICHAEL D. KATZ  
MICHAEL T. KEAN  
CARLOS M. MACHADO  
MICHAEL L. MICHOLO  
ANTHONY H. PELLE  
WILLIAM D. ROHRER  
JOHN R. SQUITERO  
JOSE L. VALDES  
ALBERTO J. XIGUES

DADE COUNTY 2444  
BOCA RATON (305) 781-4720  
BROWARD (305) 410-1010  
TELETYPE (305) 880-0027

RONALD M. BARRON  
1945-1994

AUGUSTIN DE QUYNHOLD  
SENIOR COUNSEL

OF COURTESY  
MILL CENT PELLE  
1300-750-0408

VIA FEDERAL EXPRESS

July 3, 1996

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FEDERAL EXPRESS  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attention: Limited Partnerships, New Filings

Re: EQUITY CAPITAL HOLDINGS II, LTD.  
Our File No. 30770001

Dear Sir or Miss:

Enclosed please find the Certificate and Affidavit of Florida Limited Partnership of EQUITY CAPITAL HOLDINGS II, LTD., a Florida limited partnership, for filing, together with our firm check in the sum of \$87.50 representing the filing fee and designation of registered agent fee. Please be kind enough to process this Certificate for filing and return a stamped copy, together with the appropriate certificate, in the envelope provided.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST  
& BERMAN, P.A.

*Sue Zimmerman*  
Sue Zimmerman, Paralegal

/sjz  
enclosures

cc: Mr. Robert E. Spielman  
William D. Rohrer, Esquire  
John R. Squitero, Esquire

cc: \spielman\30770001\scall.1tr

CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED  
PARTNERSHIP OF EQUITY CAPITAL HOLDINGS II, LTD.,  
A FLORIDA LIMITED PARTNERSHIP

ROBERT E. SPIELMAN (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for EQUITY CAPITAL HOLDINGS II, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is EQUITY CAPITAL HOLDINGS II, LTD., a Florida Limited Partnership.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is c/o Robert E. Spielman, 8385 Southwest 67th Avenue, Suite 111, Miami, Florida 33143. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

ROBERT E. SPIELMAN  
8395 Southwest 67th Avenue, Suite 111  
Miami, Florida 33143

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than June 20, 2025.

5. Agent for Service of Process: The Agent for service of process on the Partnership shall be CORPCO, INC., 2699 South Bayshore Drive, 7th Floor, Miami, Florida 33133.

6. Capital Contributions: The undersigned herewith affirms that the total value of Capital Contributions which the Limited

Partners shall contribute in Seven Thousand Five Hundred (\$7,500.00) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature and seal and swears to the foregoing as of the 3rd day of July, 1996, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

By: 

ROBERT E. SPIELMAN

STATE OF FLORIDA       )  
                              ) SS:  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ROBERT E. SPIELMAN, who is personally known to me or who produced \_\_\_\_\_ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 3rd day of July, 1996.

  
Notary Public

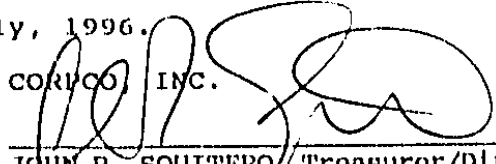
Print Name of Notary	OFFICIAL NOTARY SEAL
Serial Number	SUE JIM ZIMMERMAN
My Commission Expires	NOTARY PUBLIC STATE OF FLORIDA
	COMMISSION NO. CC383283
	MY COMMISSION EXP. JUNE 15, 1998

ACCEPTANCE BY REGISTERED AGENT

We hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 3rd day of July, 1996.

CORPICO, INC.

  
JOHN R. SQUITERO, Treasurer/Director,  
Registered Agent

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FILED  
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TALLAHASSEE, FLORIDA