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ROLAND R. ST. LOUIS, JR.

700001961987
-10/01/96--01182--013
***1750.00 ***1750.00

September 18, 1996

Florida Secretary of State
Division of Limited Partnerships
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

96 SEP 24 PM 1:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: RSL Finance Limited Partnership II

To Whom It May Concern:

Enclosed herein for filing are the Certificate of Limited Partnership and Affidavit of Capital Contributions of the captioned partnership. I am hereby requesting a certified copy of the Certificate as filed, along with a good standing certificate for this entity. Also enclosed herewith is my check no. 4226, in the amount of \$1,750.00, to cover the filing fee, and my check no. 4227, in the amount of \$61.25, in payment for the certified copy and the certificate of good standing.

Please forward the certified copy and certificate to me in the enclosed Fedex envelope, which reflects billing to our account, as soon as possible. Your expeditious treatment of this request is greatly appreciated.

If you have any questions, please call me.

Sincerely,

Roland R. St. Louis, Jr.

RSL/jnm

Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

RSL FINANCE LIMITED PARTNERSHIP II

Pursuant to the Uniform Limited Partnership Act as adopted by the State of Florida, the undersigned hereby form a limited partnership with the following terms:

1. **Name.** The name of the Partnership is RSL FINANCE LIMITED PARTNERSHIP II (the "Partnership").
2. **Purpose.** The purpose of the Partnership is to invest in certain equipment and other capital assets and to lease and/or sell same. The business of the Partnership shall include participation in such activities as are necessary or appropriate to acquire, own, lease out and sell such assets, including without limitation borrowing funds for such acquisition on such terms as the General Partner shall determine. The Partnership may engage in any other lawful business or activity ancillary to the foregoing.
3. **Place of Business and Resident Agent.**
 - (a) The principal office of the Partnership is c/o Friedman, Rodriguez, Ferraro & St. Louis, P.A., 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329.
 - (b) The resident agent of the Partnership in the State of Florida for service of process is Roland R. St. Louis, Jr., having an address at Friedman, Rodriguez, Ferraro & St. Louis, P.A., 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329.
4. **Name and Business Address of the Sole General Partner.** The name and business address of the sole General Partner is as follows:

RSL Holdings, Inc.
2300 Miami Center
201 South Biscayne Boulevard
Miami, Florida 33131-4329

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TALLAHASSEE, FLORIDA

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5. Mailing Address of the Partnership. The mailing address of the Partnership is: 2300 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131-4329.
6. Term and Dissolution. The latest date on which the Partnership is to dissolve is July 30, 2016.

IN WITNESS WHEREOF, the parties hereby subscribe and certify as to the accuracy of this instrument this 18th day of September, 1996.


GENERAL PARTNER

RSL HOLDINGS, INC.

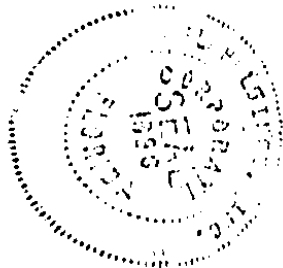
By: 
Roland St. Louis, President

LIMITED PARTNERS

each subscribing limited partner

By: 
Roland R. St. Louis, Jr.,
pursuant to that certain
power of attorney contained
in the Agreement of Limited
Partnership of RSL Finance
Limited Partnership

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RSL Finance Limited Partnership II, at the place designated in the Certificate of Limited Partnership, Roland R. St. Louis, Jr., agrees to act in such capacity, and agrees to comply with the provisions of Section 620.192, Florida Statutes, relative to keeping open such office.
Date: September 18, 1996.



ROLAND R. ST. LOUIS, JR.

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF THE LIMITED PARTNERS OF
RSL FINANCE LIMITED PARTNERSHIP II**

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Roland St. Louis ("Affiant"), who being first duly sworn, hereby deposes and says:

1. Affiant is of legal age and capacity, is the President of RSL Holdings, Inc., a Florida corporation that is the sole general partner of RSL Finance Limited Partnership, a Florida limited partnership in formation (the "Partnership"), has access to the books, records and other information of the Partnership, and has personal knowledge of the matters set forth herein.

2. As of the date hereof, the limited partners of the Partnership have contributed capital of \$100.00. The aggregate amount anticipated to be contributed to the Partnership by the limited partners is \$1,000,000.00.

3. Affiant is well familiar with the nature of an oath and with the penalties provided by law for falsely swearing to any matter in an instrument of this nature, and submits this Affidavit with the knowledge that it is being filed of record with the Florida Department of State.

FURTHER AFFIANT SAYETH NAUGHT.



ROLAND ST. LOUIS

SWORN TO AND SUBSCRIBED before me this 18th day of September, 1996, at Miami, Dade County, Florida.



NOTARY PUBLIC

