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SMATHERS & KEMP, P.A.
ATTORNEYS AT LAW
608 NORTH HYDE AVE.
ORLANDO, FLORIDA 32803

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC -6 PM 1:59

**BENJAMIN F. SMATHERS
E. DAVID KEMP**

PHONE (407) 648-8200
FAX (407) 246-8088

December 3, 1996

Florida Department of State
Secretary of State
Division of Limited Partnerships
PO Box 6327
Tallahassee, FL 32314

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-12/06/96--01097--001
***1295.00 ***1295.00

RE: LIMITED PARTNERSHIP FILING
Chicago Properties Limited II

Dear Madam/Sir,

Please confirm in writing the filing of the above mentioned
Limited Partnership.

Thank you in advance for your cooperation.

Cordially,

Body Poindexter
Body Poindexter
Legal Asst. to
E. David Kemp
Attorney at Law

/jdp
Enclosures

Name	PC SELF
Availability	ADDRESSED STAMPED ENVELOPE ENCLOSED.
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

12-6

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CERTIFICATE OF LIMITED PARTNERSHIP

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

1. The name of the partnership is CHICAGO PROPERTIES, LIMITED II.
2. The purpose of the partnership is to carry on, in the State of Florida, the business of creating, owning and operating investments in both real and personal property.
3. The principal place of business of the partnership is at 879 Benchwood Drive, Winter Springs, Florida, 32708. The Registered Agent at that address shall be Tai Shing Yu.
4. The name and place of residence of each general partner interested in the partnership are as follows:

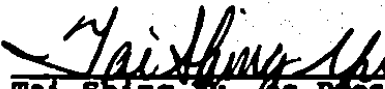
CHICAGO PROPERTIES CORP.: 879 Benchwood Drive
P96000016038 Winter Springs, Florida 32708

5. The term for which the partnership is to exist is to the close of business on January 1, 2030.

6. The mailing address of the Limited Partnership shall be:

879 Benchwood Drive
Winter Springs, Florida 32708

DATED: November 21ST, 1996


Tai Shing Yu, as President
of Chicago Properties Corp.
General Partner

as Limited Partner

Signature of Registered Agent:


Tai Shing Yu
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting and representing the General Partner of the CHICAGO PROPERTIES LTD.II, a Florida Limited Partnership, certify as follows:


The amount of capital contributions to date of the limited partners is \$ 180,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$ 180,000.00.

FURTHER AFFIANT SAYETH NOT.

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

Signed and dated this 21ST day of NOVEMBER, 1996.


TAI SHING YU, as President of
Chicago Properties Corp.
General Partner

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid appeared TAI SHING YU, to me known to be the person who executed the foregoing instrument and who is personally known to me and who acknowledged that he executed same and who did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 21st day of November, 1996.


Notary Public
My Commission Expires:



KATHRYN FAIRCHILD
My Commission CC442348
Expires Feb. 28, 1998
Bonded by HAI
800-422-1888