



**THE UNITED STATES
CORPORATION
COMPANY**

A97000002351

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 29 PM 2:38

ACCOUNT NO. : 072100000032

REFERENCE : 578333 4303929

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 140.00

ORDER DATE : October 27, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 578333-010

CUSTOMER NO: 4303929

600002330096--9

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: WESTMINSTER FIDELCO II LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

W97-24364

Name	Availability	1am
Document Examiner	97 OCT 27 AM 1:39	RECEIVED
Updater		
Updater Verifier		
Acknowledgement		
W. P. Verifier		KLM

BK
10/29/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1997

CSC
ATTN: DEBORAH SCHRODER
TALLAHASSEE, FL

SUBJECT: WESTMINSTER FIDELCO II LIMITED PARTNERSHIP
Ref. Number: W97000024366

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RESUBMIT
Please give original
submission date as file date

We have received your document for WESTMINSTER FIDELCO II LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

Please entitle affidavit (Affidavit of Capital Contributions),.

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 (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 297A00052114

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WESTMINSTER FIDELCO II LIMITED PARTNERSHIP

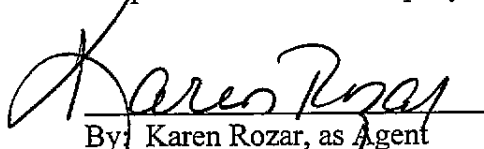
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Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (the "Act"), the undersigned being all of the General Partners of WESTMINSTER FIDELCO II LIMITED PARTNERSHIP, hereby duly execute and file with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is WESTMINSTER FIDELCO II LIMITED PARTNERSHIP
2. The business address and the mailing address of the limited partnership is 225 Millburn Avenue, Suite 202, Millburn, New Jersey 07041, Attention: Marc E. Berson.
3. The name of the registered agent for service of process required by Section 620.105 the of the Act is Corporation Service Company.
4. The Florida street address for the registered agent is 1201 Hays Street, Tallahassee, Florida 32301.
5. **Acceptance of Appointment of Registered Agent**

Having been named the statutory registered agent of WESTMINSTER FIDELCO II LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of WESTMINSTER FIDELCO II LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Section 620.129 of the Act and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

Corporation Service Company

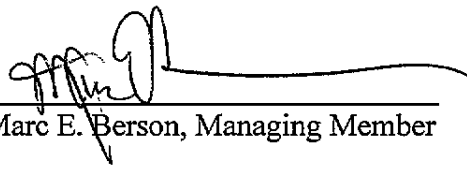

By: Karen Rozar, as Agent

MA9700000712

- ⑥ The name and business address of the general partner is as follows: WESTMINSTER FIDELCO II, L.L.C., 225 Millburn Avenue, Suite 202, Millburn, New Jersey 07041, Attention: Marc E. Berson.
7. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 23 day of October, 1997 in accordance with Section 620.114 of the Act.

WESTMINSTER FIDELCO II, L.L.C.,
a New Jersey limited liability company,
general partner


By: Marc E. Berson, Managing Member

AFFIDAVIT

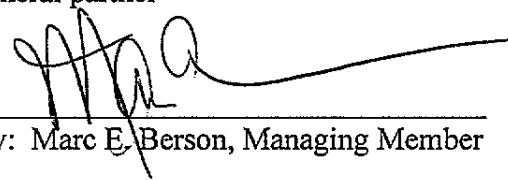
The undersigned, being the sole General Partner of WESTMINSTER FIDELCO II LIMITED PARTNERSHIP, a Florida Limited Partnership, does hereby certify as follows:

1. The amount of capital contributions to date of the limited partners is -0-.
2. The total amount of capital contributed and anticipated to be contributed by the limited partners at this time totals \$ 100.00.

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.

WESTMINSTER FIDELCO II, L.L.C.,
a New Jersey limited liability company,
general partner


By: Marc E. Berson, Managing Member

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