

# A 98000000065

**GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, RA.**  
ATTORNEYS AT LAW

1/07/98

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NAME: RETALS II, LTD.

AUDIT NUMBER.....H98000000365  
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP  
CERT. OF STATUS..0 PAGES..... 5  
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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
RETALS 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 as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

- 1. Name of Partnership. The name of the Partnership is as follows:

Retals II, Ltd.

- 2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

777 S. Flagler Drive, Suite 500E  
West Palm Beach, Florida 33401

- 3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.  
777 S. Flagler Drive, Suite 500E  
West Palm Beach, Florida 33401

- 4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

Retals, Inc.  
44 Cocoanut Row, #B-107  
Palm Beach, Florida 33480

- 5. Mailing Address. The mailing address of the Partnership is as follows:

44 Cocoanut Row, #B-107  
Palm Beach, Florida 33480

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Stephen G. Vogelsang, Esq.  
FL BAR # 0614424  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 S. Flagler Dr., Suite 500E  
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(561) 655-1980

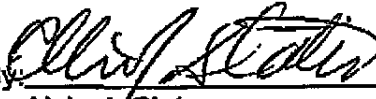
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- 6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2048.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Alvin J. Slater, President of Retals, Inc., this 1<sup>th</sup> day of January, 1998.

Retals, Inc., a Florida corporation,  
 general partner of Retals II, Ltd., a Florida  
 limited partnership

By:   
 Alvin J. Slater  
 Its: President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Retals II, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES, INC.

By:   
Michael V. Mitrione, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Alvin J. Slater, President of Retals, Inc., a Florida corporation, general partner of Retals II, Ltd., a Florida limited Partnership (the "Partnership"), who certifies as follows:

- 1. The total amount of capital contributions of the limited partners to the Partnership is \$6,000,000
- 2. The limited partners do not anticipate making additional capital contributions.

This 7th day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

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

Retals, Inc., a Florida corporation, general partner of Retals II, Ltd., a Florida limited partnership

By: *Alvin J. Slater*  
Alvin J. Slater  
Its: President

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STATE OF FLORIDA            )  
  )ss.  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 7th day of January, 1998, by Alvin J. Slater, President of Retals, Inc., a Florida corporation, general partner of Retals II, Ltd., a Florida limited partnership. The above-named individual  is personally known to me, or  has produced the following identification \_\_\_\_\_ which is current or has been issued within the past five years and bears a serial or other identifying number and did [did not] take an oath.

*Rose Carbone*  
Print Name: Rose Carbone  
NOTARY PUBLIC  
Commission Number: \_\_\_\_\_

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