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FLORIDA DIVISION OF CORPORATIONS
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((H98000003877 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: BROAD AND CASSEL
CONTACT: HEATHER ELLIS
PHONE: (561) 483-7000

ACCT#: 076376001555

FAX #: (561) 483-7321

NAME: FLAMINGO FALLS PROFESSIONAL CENTER II, LTD.
AUDIT NUMBER.....H98000003877
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES.....4
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Name	Date
Signature	
Accrual Examiner	DCC
Reviewer	DCC
Verifier	DCC
Final Judgment	DCC
W.P. Verifier	DCC

TL
\$ 7,500.00

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Fax Audit Number: H98000003877

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLAMINGO FALLS PROFESSIONAL CENTER II, LTD.
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is Flamingo Falls Professional Center II, Ltd. (the "Partnership").

2. The address of the office of the Partnership is 101 Grand Palms Drive, Pembroke Pines, Florida 33027.

3. The name and address of the agent for service of process on the Partnership is FFPC II, Inc., 101 Grand Palms Drive, Pembroke Pines, Florida 33027.

4. The name and business address of each general partner is as follows:

FFPC II, Inc.	101 Grand Palms Drive
P98-18651	Pembroke Pines, Florida 33027

5. The mailing address of the Partnership is 101 Grand Palms Drive, Pembroke Pines, Florida 33027.

6. The latest date upon which the Partnership will dissolve is December 31, 2048.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H98000003877

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The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Flamingo Falls Professional Center II, Ltd. this 25th day of February, 1998.

GENERAL PARTNER:

FFPC II, INC., a Florida
corporation

By: 

E.M. Segall, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Flamingo Falls Professional Center II, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

FFPC II, Inc., a Florida corporation

By: 

E.M. Segall, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Flamingo Falls Professional Center II, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.00.

Executed this 25th day of February, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the 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.

GENERAL PARTNER:

FFPC II, Inc., a Florida
corporation

By: 
E.M. Segall, President

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