

A98000000561

**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 717210 6475A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 FEB 24 PM 4:14

ORDER DATE : February 24, 1998

ORDER TIME : 9:59 AM

ORDER NO. : 717210-010

CUSTOMER NO: 6475A

700002439207--1

-02/24/98-01053-014
****140.00 ****140.00

CUSTOMER: Wilson C. Atkinson, Iii, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
1946 Tyler Street

Hollywood, FL 33020

DOMESTIC FILING

NAME: BRISBEN FLORIDA II LIMITED
PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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mk
2/24/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 24, 1998

JANNA WILSON
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BRISBEN FLORIDA II LIMITED PARTNERSHIP
Ref. Number: W98000004104

RESUBMIT
Please give original
submission date as file date.

We have received your document for BRISBEN FLORIDA II LIMITED PARTNERSHIP and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Item 8 states the limited partner contribution amount TO DATE. But for purposes of determining the filing fee, and for purposes of determining when, if ever, this partnership shall be required to file a SUPPLEMENTAL AFFIDAVIT, the document MUST ALSO state the TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT. Again, please note that the FILING FEE will be determined from this TOTAL ANTICIPATED AMOUNT.

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) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 798A00010403

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99 FEB 27 PM 3:42
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CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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THE UNDERSIGNED Partner hereby makes, acknowledges, and files this Affidavit and Certificate of Limited Partnership for **BRISBEN FLORIDA II LIMITED PARTNERSHIP**, hereinafter referred to as the "Partnership."

1. Name of Partnership. The name of the Partnership is **BRISBEN FLORIDA II LIMITED PARTNERSHIP.**

2. Character of Business. The business and purpose of the Partnership is real estate development and rental operations, and to carry on such other activities in furtherance of said purpose as are not prohibited by law.

3. Location of Principal Office of Business. The principal place of business of the Partnership shall be at 7800 E. Kemper Road, Cincinnati, Ohio 45249, or at such other place or places as the General Partner may from time to time determine.

4. Mailing Address of Partnership. The mailing address of the Partnership shall be at 7800 E. Kemper Road, Cincinnati, Ohio 45249, or at such other place or places as the General Partner may from time to time determine.

5. Names and Place of Residence of General Partner. The name and address of the General Partner is as follows:

898000016346

BRISBEN FLORIDA, INC., a Florida corporation
7800 E. Kemper Road
Cincinnati, Ohio 45249

6. Registered Agent. The Partnership hereby names WILSON C. ATKINSON, III, as the Registered Agent of the Partnership to accept service of process within the State of Florida. The registered office of the Partnership shall be 1946 Tyler Street, Hollywood, Florida 33020.

SECRETARY OF STATE
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7. Term. The Partnership and the limitation of liability of Limited Partners shall commence at the time of the filing of this Certificate and shall continue until December 31, 2030, unless sooner terminated as provided in the Limited Partnership Agreement.

8. Contribution of Limited Partners. The Limited Partners shall contribute an initial¹ amount of ZERO (\$0) Dollars to the capital of the Partnership.

9. Additional Contributions. Unless the Limited Partnership Agreement provides to the contrary, the Limited Partners shall contribute such additional amounts at such times as required by the General Partner.

10. Division of Profits. Net profits and losses of the Partnership for any year shall be allocated to the Partners in accordance with the Limited Partnership Agreement.

11. Assignee of Limited Partner. No Limited Partner shall have the right to substitute an assignee as a contributor or as a Limited Partner in his place except with the prior written consent of the General Partner and as provided in the Limited Partnership Agreement.

12. Return of Contribution Other than Cash. No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution, but in the sole discretion of the General Partner, there may be distributions in kind.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals as of the 19th day of February, 1998.

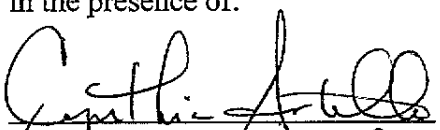

Signed, sealed and delivered
in the presence of:

BRISBEN FLORIDA, INC., a Florida corporation

By: _____

WILLIAM O. BRISBEN

Its: President

STATE OF FLORIDA

COUNTY OF MARTIN

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 19th day of February, 1998, by WILLIAM O. BRISBEN, as President of BRISBEN FLORIDA, INC., a Florida corporation, to me personally known _____ or produced identification ✓. Type of Identification produced Florida Drivers License.

Kimberly R Sementelli

Name:

Notary Public

My Commission Expires

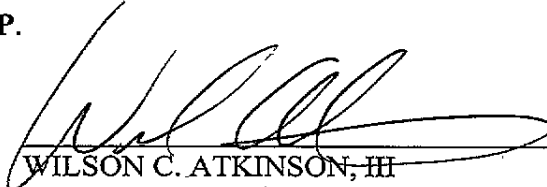
Commission No.:



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DESIGNATION AS REGISTERED AGENT

I, WILSON C. ATKINSON, III, do hereby accept designation as Registered Agent for **BRISBEN
FLORIDA II LIMITED PARTNERSHIP.**


WILSON C. ATKINSON, III

Dated: 2/23/98

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STATE OF FLORIDA
COUNTY OF MARTIN

1. The amount of capital contributions as to the Partnership made by each Limited Partner are as follows:

\$NONE

NONE

\$NONE

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.

BRISBEN FLORIDA, INC., a Florida corporation

By: WILLIAM O. BRISBEN, President

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED before me this 19th day of February, 1998, by WILLIAM O. BRISBEN, as President of BRISBEN FLORIDA, INC., a Florida corporation, to me personally known _____ or produced identification ✓ _____. Type of Identification produced _____

Florida Drivers License

Name: Amber L. Lemontell

Name: _____

Notary Public

My Commission Expires:

Commission No.:

Kimberly R Sementelli
My Commission CC584853
Expires Sep. 15, 2000