

A98000000706

MAGUIRE, WOODHIS & WELLS, P.A.

Attorneys at Law

SUNTRUST TOWER, SUITE 3000
200 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE 407-244-1100
FACSIMILE 407-872-6207

MAILING ADDRESS
P.O. BOX 633
ORLANDO, FLORIDA 32802

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:49

INTERNET E-MAIL
MSPEAR@MVW.COM

March 13, 1998

VIA COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

500002458175--0
-03/16/98--01064--022
***1846.25 ***1846.25

Subject: International-Republic II Limited

Dear Sir or Madam:

Enclosed please find the original and one copy of the Certificate of Limited Partnership , Acceptance of Registered Agent, and the Affidavit of Capital Contributions in connection with the above-referenced matter.

A check in the amount of \$1,846.25 in payment of the following items is also enclosed: (1) \$1,750.00 - filing fee; (2) \$35.00 - designation of registered agent; (3) \$52.50 - one certified copy; and (4) \$8.75 - Certificate of Status.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs

Enclosures

cc: Randall R. Hodge, Esq.
James E. L. Seay, Esq.

F:\TAX\LTRPARTNER.SS

(5)
JAW BANC
681-955
3/16/98

**INTERNATIONAL-REPUBLIC ASSOCIATES II LIMITED
CERTIFICATE OF LIMITED PARTNERSHIP**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:49

The undersigned General Partner files this Certificate of Limited Partnership of International-Republic II Limited with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is International-Republic Associates II Limited

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

International-Republic Associates II, Inc.
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

pg 80000016429

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Rashid A. Khatib
5401 Kirkman Road, Suite 725
Orlando, Florida 32819

5. Partnership Mailing Address. The mailing address for the limited partnership is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

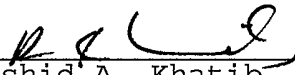
7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described in this Certificate has changed, making the statement inaccurate in

any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 11th day of March, 1998.

International-Republic Associates II,
Inc., General Partner

By: _____


Rashid A. Khatib,
President

FILED
SECRETARY OF STATE
CORPORATIONS
DIVISION
98 MAR 16 PM 1:49

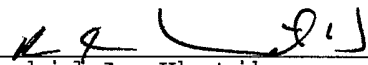
F:\TAX\813\PARTNER\INTREP11.CET

INTERNATIONAL-REPUBLIC ASSOCIATES II LIMITED
ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:49

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 11th day of March, 1998.



Rashid A. Khatib,
Registered Agent

INTERNATIONAL-REPUBLIC ASSOCIATES II LIMITED

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:49

1. Capital Contributions. The undersigned General Partner of International-Republic Associates II Limited declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be One Million Dollars (\$1,000,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be One Million Dollars (\$1,000,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

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

2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

International-Republic Associates II,
Inc., a Florida corporation

Date: March 11, 1998 By: Rashid A. Khatib
Rashid A. Khatib,
President