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H. IRWIN LEVY
RETIRED

April 27, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RE: Northlake II Ltd.

700002505827--5
-04/23/98--01105--001
***1837.50 ***1837.50

Dear Sir or Madam:

In connection with the above referenced entity, enclosed herewith please find a Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent and Affidavit of Capital Contribution, as well as a check in the amount of \$1,837.50 made payable to the Secretary of State of Florida in full payment of the filing fees required by your Department.

Thank you for your assistance and should you have any questions with regard to the enclosed or require further assistance, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFEELD & DEL RUSSO, P.A.



David J. Wiener

DJW/caf

enc:

cc: Northlake II, Ltd. (w/o enclosures)

A98-1178

Name	OK
Availability	OK
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 29 11 PM 4:07

LEVY, KNEEN, MARIANI, CURTIN, WIENER, KORNFELD & DEL RUSSO

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JAYNE REGESTER BARKDULL
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WEST PALM BEACH, FLORIDA 33401

H. IRWIN LEVY
RETIRED

TELEPHONE (561) 478-4700
FAX NO. (561) 478-5811

May 8, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Northlake II Ltd.
Our File No.: 188.117

Dear Sir or Madam:

Pursuant to a letter from Mr. Tammie Cline (a copy of which has been enclosed for your convenience), the first page of the Certificate of Limited Partnership has been revised to add Paragraph 3.a. which indicates the name of the general partner and the general partner's address.

Thank you for your assistance with respect to this matter and should you have any questions with regard to the enclosed, or require further information, please do not hesitate to call me.

Very truly yours,

LEVY, KNEEN, MARIANI, CURTIN,
WIENER, KORNFELD & DEL RUSSO, P.A.


Candy Feltner
Assistant

enc:

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 4, 1998

DAVID J. WIENER
LEVY, KNEEN, MARIANI, CURTIN
1400 CENTREPARK BLVD., SUITE 1000
WEST PALM BEACH, FL 33401

SUBJECT: NORTHLAKE II LTD.
Ref. Number: W98000009922

We have received your document for NORTHLAKE II LTD. and your check(s) totaling \$1837.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 798A00024301

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DIVISION OF CORPORATIONS
98 MAY 11 PM 4:07

**CERTIFICATE OF LIMITED PARTNERSHIP OF
NORTHLAKE II, LTD.
A FLORIDA LIMITED PARTNERSHIP**

The undersigned general partner of Northlake II, Ltd., a Florida limited partnership, desiring to adopt a certificate of limited partnership of Northlake II, Ltd., (the "Certificate"), pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act (1986), hereby state the following:

1. The name of the Partnership is Northlake II, Ltd.
2. The address of the office of the Partnership is 1551 Forum Place, Suite 100, West Palm Beach, Florida 33401.
3. The name and address of the agent for service of process on the Partnership is Peter Brock, 1551 Forum Place, Suite 100, West Palm Beach, Florida 33401.
- 3.A. THE NAME OF THE GENERAL PARTNER IS NORTHLAKE, INC., a Florida corporation, and its address is 1551 Forum Place, Suite 100, West Palm Beach, Florida 33401. *896-55278*
4. The mailing address of the Partnership is 1551 Forum Place, Suite 100, West Palm Beach, Florida 33401.
5. The latest date upon which the Partnership shall dissolve is sixty (60) years from the date of filing this Certificate as required by Section 620.18 of the Florida Uniform Limited Partnership Act.
6. The latest date upon which the Partnership shall dissolve is sixty (60) years from the date of filing this Certificate as required by Section 620.18 of the Florida Revised Uniform Limited Partnership Act.
7. This Certificate shall be effective upon the filing of this Certificate with the State of Florida, Department of State.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

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.

IN WITNESS WHEREOF, this Certificate has been executed by the general partner of Northlake II, Ltd.

NORTHLAKE, INC., GENERAL PARTNER

By: 
PETER BROCK, Its President

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DIVISION OF CORPORATIONS
98 MAY 11 PM 4: 07

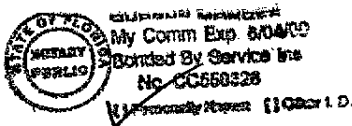
STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of April, 1998 by Peter Brock, as President of NORTHLAKE, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced his Florida Driver's License as identification and did not take an oath.

Andrew Mongee
Notary Public

Print Name: Andrew Mongee

(Notary Seal)



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DIVISION OF CORPORATIONS
98 MAY 11 PM 4:07

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Northlake II, Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership of the Partnership, I hereby agree 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 the registered agent.


PETER BROCK, REGISTERED AGENT

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AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, personally appeared Peter Brock, President of Northlake, Inc., the General Partner in Northlake II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being duly sworn, certified as follows:

The amount of capital contributions to date of the limited partners is \$189,000.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.00.

FURTHER AFFIANT SAYETH NAUGHT.

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.

NORTHLAKE, INC.

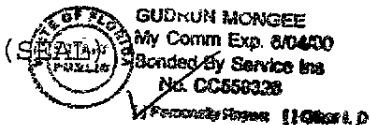
Date: April 6, 1998

By: [Signature]
Peter Brock, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of April, 1998 by Peter Brock, as President of NORTHLAKE INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced as identification and did/did not take an oath.



NOTARY PUBLIC

Print Name: Gudrun Mongee
My Commission Expires: 06/04/00
My Commission No.: CC559328

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DIVISION OF CORPORATIONS

EXHIBIT "1"

	CAPITAL CONTRIBUTION	PARTNERSHIP INTEREST
I. NORTHLAKE, INC. ADDRESS: SUITE 100 1551 FORUM PLACE WEST PALM BEACH, FL 33401	\$252.52	1.0%
II. PETER BROCK ADDRESS: SUITE 100 1551 FORUM PLACE WEST PALM BEACH, FL 33401	\$12,500.00	49.5%
III. ANDREW BROCK ADDRESS: SUITE 100 1551 FORUM PLACE WEST PALM BEACH, FL 33401	\$12,500.00	49.5%

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