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May 7, 1998

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VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Re: Certificate of Limited Partnership and Affidavit of
Capital Contributions for MENAKER INVESTMENTS II, LTD.

Dear Sirs:

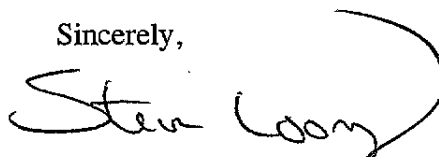
Enclosed are the following:

1. An original and one copy of the Certificate of Limited Partnership
MENAKER INVESTMENTS II, LTD.
2. An original and one copy of the Affidavit of Capital Contributions for
MENAKER INVESTMENTS II, LTD.
3. Check No. 188 payable to the Department of State in the amount of
\$1,146.25, representing a filing fee of \$1,050.00, certified copy fee of \$52.50,
registered agent designation fee of \$35.00 and the Certificate of Status fee of
\$8.75.

Once the enclosed documents have been properly filed, please return the certified
copies and Certificate of Status to this office.

If you have any questions regarding this matter, please contact me at your
convenience.

Sincerely,



Stephen R. Looney

A98-1199

Name	OR 51B
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

SRL/lis
Enclosures
cc: Mitchell G. Menaker

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
MENAKER INVESTMENTS II, LTD.**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), Sections 620.101-620.186, Florida Statutes, hereby states the following:

1. The name of the Partnership is "MENAKER INVESTMENTS II, LTD."
2. The address of the office of the Partnership as referred to in Section 620.105, Florida Statutes, is 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830, and the name and address of the agent for service of process on the Partnership shall be MITCHELL G. MENAKER, 1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830.
3. The name and business address of the General Partner are:

<u>Name</u>	<u>Address</u>
MENAKER INVESTMENTS II, INC. 998-43102	1502 E. Buena Vista Drive, #B1 Lake Buena Vista, Florida 32830

4. The mailing address for the Partnership is ~~1502 E. Buena Vista Drive, #B1, Lake Buena Vista, Florida 32830.~~ P.O. BOX 22189 Lake Buena Vista Fl. 32830

5. The latest date upon which the Partnership shall dissolve is December 31, 2038.

6. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest, shall be executed in the Partnership name by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this 4th day of May, 1998.

"GENERAL PARTNER"

MENAKER INVESTMENTS II, INC.

Date: May 4, 1998

By: 
Mitchell G. Menaker, President

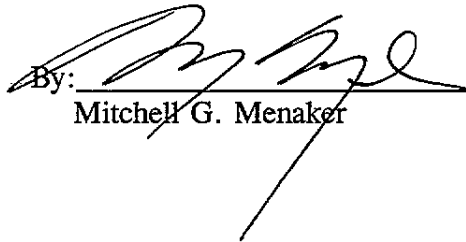
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for MENAKER INVESTMENTS II, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity, and I further agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT

Date: May 4, 1998

By:  _____
Mitchell G. Menaker

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MITCHELL G. MENAKER, President of MENAKER INVESTMENTS II, INC., the general partner of MENAKER INVESTMENTS II, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," of Orange County, Florida, who upon being duly sworn, certified as follows:

1. The amount of the capital contributions to the Partnership made by the limited partners is \$0.

2. The amount of additional capital contributions anticipated to be contributed by the limited partners is \$150,000.00.

FURTHER AFFIANT SAYETH NOT.

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.

"GENERAL PARTNER"

MENAKER INVESTMENTS II, INC.

Date: May 4, 1998

By: 
Mitchell G. Menaker, President

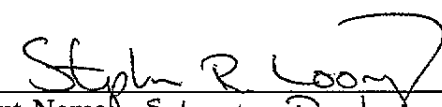
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98 MAY -8 PM 4: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of May, 1998, by MITCHELL G. MENAKER, President of MENAKER INVESTMENTS II, INC., the General Partner of MENAKER INVESTMENTS II, LTD. Said person did take an oath and (check one) ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____.



STEPHEN R. LOONEY
My Commission CC496223
Expires Nov. 09, 1999


Print Name: Stephen R. Looney
Notary Public, State of _____
Commission No.: _____
My Commission Expires: _____