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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
076117000420

ACCT#:

CONTACT: ROSE CARBONE  
PHONE: (561)650-0726

FAX #: (561)655-5677

NAME: BEACHES II, LTD.

AUDIT NUMBER.....H98000010190

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP OF  
BEACHES II, LTD.  
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:  
Beaches II, Ltd.
2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:  
3400 N.E. 34th Street, Suite 101  
Ft. Lauderdale, Florida 33308
3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:  
Valdes-Fauli Corporate Services, Inc. 844-11469  
777 South Flagler Drive, Suite 500E  
West Palm Beach, Florida 33401
4. Name and Business Address of General Partner. The name and business address of the general partner are as follows:  
Yale Properties International II, Inc. 46-46275  
3400 N.E. 34th Street  
Suite 101  
Ft. Lauderdale, Florida 33308
5. Mailing Address. The mailing address of the Partnership is as follows:  
3400 N.E. 34th Street, Suite 101  
Ft. Lauderdale, Florida 33308
6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the general partner of Beaches II, Ltd. this 27 day of May, 1998.

**GENERAL PARTNER**

Yale Properties International II, Inc.

By: 

Morris Richter, President

Jerry E. Aron, Esq. (FL Bar #236101)  
Gunster, Yoakley, Valdes-Fauli  
& Stewart, P.A.  
777 Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401  
(561) 655-1980

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Morris Richter, President of Yale Properties International II, Inc., a Florida corporation, general partner of Beaches II, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$1,000,000.00.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

Executed this 27 day of May, 1998.

**FURTHER AFFIANT SAITH NOT.**

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

GENERAL PARTNER  
Yale Properties International II, Inc.

By: Morris Richter  
Morris Richter, President

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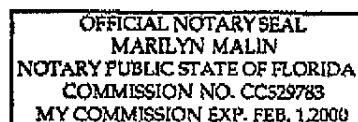
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 27 day of May, 1998, by Morris Richter, President of Yale Properties International II, Inc., a Florida corporation, general partner of Beaches II, Ltd., a Florida limited partnership, who ☒ is personally known to me or ☐ has produced the following identification \_\_\_\_\_ which is current or has been issued within the past five years and bears a serial or other identifying number and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27 day of May, 1998.

Marilyn Malin  
Notary Public  
State of Florida at Large  
My Commission Expires:



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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for BEACHES II, LTD., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

**REGISTERED AGENT:**

VALDES FAULI CORPORATE SERVICES, INC.

By:   
Michael V. Mitrione, Vice President

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