

A98000002041



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939337 4656E

AUTHORIZATION :

*Patricia Pugh*

COST LIMIT : \$ 140.000

ORDER DATE : August 25, 1998

ORDER TIME : 1:24 PM

ORDER NO. : 939337-010

CUSTOMER NO: 4656E

CUSTOMER: Michele J. Turton, Legal Asst  
GREENBERG TRAURIG HOFFMAN  
LIPOFF ROSEN & QUENTEL  
Suite 2050  
111 North Orange Avenue  
Orlando, FL 32801

800002624798--3

DOMESTIC FILING

NAME: ACQUISITION PARTNERS II, LTD.

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: Cassandra Bryant

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
93 SEP - 1 PM 3:41  
TALLAHASSEE, FLORIDA

*938281*

93 AUG 25 PM 2:51  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 31, 1998

CASSANDRA BRYANT  
CSC  
TALLAHASSEE, FL

SUBJECT: ACQUISITION PARTNERS II, LTD.  
Ref. Number: W98000019894

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98 SEP -1 PM 3:41  
TALLAHASSEE, FLORIDA

We have received your document for ACQUISITION PARTNERS II, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 098A00044820

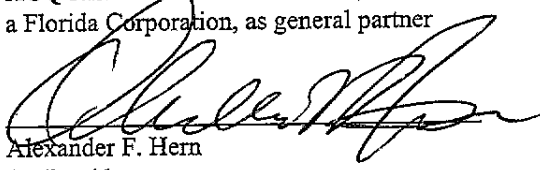
**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
ACQUISITION PARTNERS II, LTD.**

**THE UNDERSIGNED**, constituting the general partner of **ACQUISITION PARTNERS II, LTD.**, (the "Partnership"), does hereby submit the following information in accordance with the Florida Revised Limited Partnership Act (1986) to make public the information of the Partnership:

1. **Name** The name of the Partnership shall be **ACQUISITION PARTNERS II, LTD.**
2. **Registered Agent** The initial registered office of the Partnership in the State of Florida is 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607. The name of the initial registered agent is Rip Leonard at the above address.
3. **General Partner** The name and address of the general partner of the Partnership is  
Acquisition Partners II, Inc. 898-7634  
3001 N Rocky Point Drive East, Suite 200  
Tampa, FL 33607
4. **Partnership Address** The office and mailing address for the Partnership shall be 3001 N. Rocky Point Drive East, Suite 200, Tampa, FL 33607.
5. **Dissolution** The latest date upon which the Partnership will dissolve is December 31, 2048.

**IN WITNESS WHEREOF**, the undersigned does hereby execute this Certificate and attach an Affidavit declaring the amount of the capital contribution of the limited partners and the anticipated amount to be contributed by the limited partners.

**ACQUISITION PARTNERS II, INC.**  
a Florida Corporation, as general partner

  
Alexander F. Hern  
Its: President

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, general partner of **ACQUISITION PARTNERS II, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership", who upon being sworn, certify as follows:

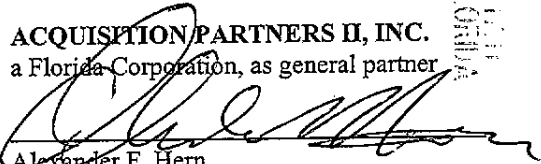
1. The amount of capital contributions of the limited partners is \$ zero.
2. The anticipated amount of the capital contributions of the limited partners will be \$ zero.

Dated this 18<sup>th</sup> day of August, 1998

**FURTHER AFFIANT SAYETH NOT.**

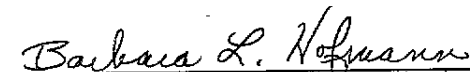
Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.


**ACQUISITION PARTNERS II, INC.**  
a Florida Corporation, as general partner

  
Alexander F. Hern  
Its: President

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 1998, by Alexander F. Hern, President of Acquisition Partners II, Inc., a Florida corporation, the general partner of the above-referenced Partnership, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Print name: BARBARA L. HOFMANN  
Notary Public, State of FLORIDA  
Commission Number: \_\_\_\_\_  
My commission Expires: \_\_\_\_\_

 **BARBARA L. HOFMANN**  
COMMISSION # CC 573698  
EXPIRES SEP 07, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED, as registered agent, appointed in accordance with the foregoing Certificate, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed by Section 620.192 of the Florida Revised Uniform Limited Partnership Act (1986).

  
Print Name: Riverson S. Leonard

Its: Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA