

File
6th
A98000002088

FILING COVER SHEET

REFERENCE:

0163. 3779

DATE:

9-9

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

ECOVENTURE ASSOCIATES II, LTD

STATE FEES PREPAID WITH CHECK # 5173

FOR \$

96.25

500002635085
-09/09/98--01038--025
*****96.25 *****96.25

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

() QUALIFICATION

() LIMITED PARTNERSHIP

() ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE

() UCC-1

() UCC-3

PROVIDE US WITH:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

() STAMPED COPY

Examiner's Initials

mk 9/9/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -9 PM 2:22

**CERTIFICATE OF LIMITED PARTNERSHIP OF
ECOVENTURE ASSOCIATES II, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -9 PM 2:22

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida:

1. Name of Partnership. The name of the Partnership shall be *ECOVENTURE ASSOCIATES II, LTD.*

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606. The name of the Partnership's agent for service of process at said address is Edward R. Oelschlaeger.

3. Name and Business Address of the General Partner. The name and address of the General Partner is as follows:

<u>Name</u>	<u>Address</u>
Ecoventure Residences II, Inc.	601 Bayshore Boulevard Suite 960 Tampa, Florida 33606

89800077891


4. Mailing Address for the Limited Partnership. The mailing address for the Partnership shall be located at 601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606.

5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for the Partnership.

DATED this 7th day of September, 1998.

GENERAL PARTNER:

ECOVENTURE RESIDENCES II, INC., a Florida
corporation

By: 
Edward R. Oelschlaeger, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 SEP -9 PM 2:22

The foregoing instrument was acknowledged before me this 7th day of September, 1998, by Edward R. Oelschlaeger, as President of Ecoventure Residences II, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification.

Bonnie K. Kirkbride
NOTARY PUBLIC
Name: _____
Serial No. _____
My Commission Expires: _____
Bonnie K. Kirkbride
Notary Public, State of Florida
Commission No. CC 539573
My Commission Expires 03/28/00
NOTARY - Fla. Notary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Edward R. Oelschlaeger
Edward R. Oelschlaeger

Dated: September 7, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP -9 PH 2:22

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, Edward R. Oelschlaeger, being the President of Ecoventure Residences II, Inc., a Florida corporation, as the sole general partner of ECOVENTURE ASSOCIATES II, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), upon being sworn, do hereby certify as follows:

1. The limited partner of the Partnership has contributed \$1.00 of capital to the Partnership.

2. It is anticipated that no additional capital shall be contributed to the capital of the Partnership by the limited partner(s) in the future.

This 7th day of September, 1998.

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:

ECOVENTURE RESIDENCES II, INC., a Florida corporation

By: [Signature]
Edward R. Oelschlaeger,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7th day of September, 1998, by Edward R. Oelschlaeger, as President of ECOVENTURE RESIDENCES II, INC., a Florida corporation. He is personally known to me or has produced _____ as identification.

Bonnie K Kirkbride
NOTARY PUBLIC
Name: _____ Bonnie K. Kirkbride
Serial No. _____ Notary Public, State of Florida
My Commission Expires 03/28/00
Commission No. CC 539573
My Commission Expires _____
NOTARY - Fla. Notary Service & Bonding Co.