Morristown, NJ (201) 539-1390

2295 Corporate Blvd., N.W., Suite 222, P.O. Box 5010, Boca Raton, FL 33431-0810 (561) 241-9880 FAX (561) 241-9887

Beverly Hills, CA (310) 273-9525

VIA FEDERAL EXPRESS

September 8, 1998

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

CERTIFICATES OF LIMITED PARTNERSHIP FOR THE FOLLOWING: Re:

2NH6 LR I, LTD. 2NH6 LR II, LTD. 2NH6 LR III, LTD. 2NH6 LR IV, LTD. 2NH6 LR V, LTD. 2NH6 LR VI, LTD. 2NH6 LR VII, LTD. 2NH6 LR VIII, LTD. 2NH6 LR IX, LTD. 2NH6 LR X, LTD. 2NH6 LR XI, LTD. 2NH6 LR XII, LTD. 2NH6 LR XIII, LTD. 2NH6 LR XIV, LTD. 2NH6 LR XV, LTD. 2NH6 GROUP I, LTD. 2NH6 WOODLAND, LTD. 2NH6 DAVIS, LTD.

2NH6 GROUP II, LTD. 2NH6 VACAVILLE, LTD. 2NH6 TRACY, LTD. 2NH6 VALIJO MRWL E, LTD. 2NH6 CORONA, LTD. 2NH6 BAKERSFIELD, LTD. 2NH6 ANAHEIM, LTD. 2NH6 GROUP V, LTD. 2NH6 CHARLESTON, LTD. 2NH6 GROUP VI, LTD. 2NH6 JOPLIN, LTD. 2NH6 ST. JOSEPH, LTD. 2NH6 GROUP VII, LTD. 2NH6 CHGO-SHLR PK, LTD. 2NH6 GROUP VIII, LTD. 2NH6 GROUP IX, LTD. 2NH6 GROUP X, LTD. 2NH6 GROUP XI, LTD.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for each of the above referenced corporations, together with a check in the amount of \$4,725.00 which represents the filing fee of \$52.50 for each corporation, the registered agent fee of \$35.00 for each corporation, and \$43.75 for five (5) Certificates of Status for each corporation.

Please return a filed copy of the Certificates of Limited Partnership, and the Certificates of Status for each of the above reference corporations to me at the above street address via Federal Express. Our Federal Express account number is 1965, for your assistance with this matter.

Sue Deverson, CLA Certified Legal Assistant

/sd

Enclosures

Mr. Bob Klein w/enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP OF 2NH6 LR II, LTD.

This Certificate of Limited Partnership is executed and filed in order to form a limited partnership in accordance with Section 620.108, Florida Statutes.

1. The name of the limited partnership is:

2NH6 LR II, Ltd.

2. The address of the office and the name and address of the agent for service of process on the limited partnership is:

Norton Herrick The Herrick Company, Inc. 2295 Corporate Boulevard, N.W., Suite 222 Boca Raton, Florida 33431

3. The limited partnership has one general partner. The name and business address of the general partner is:

G-P 2NH6 LR II, Inc. 2295 Corporate Boulevard, N.W., Suite 222 Boca Raton, Florida 33431

4. The mailing address for the limited partnership is:

2295 Corporate Boulevard, N.W., Suite 222 P.O. Box 5010 Boca Raton, Florida 33431-0810

5. The term of the limited partnership shall commence upon the filing of this Certificate with the Florida Department of State, and the latest date upon which the limited partnership is to dissolve is December 31, 2060.

The undersigned general partner has executed this Certificate of Limited Partnership as of the 8th day of September, 1998.

GENERAL PARTNER:

G-P 2NH6 LR II, Inc.,

a Florida corporation

Norton Herrick, President

The undersigned accepts the foregoing designation as the agent for service of process on 2NH6 LR II, Ltd., and agrees to act in that capacity.

THE HERRICK COMPANY, INC.

Norton Herrick

Chief Executive Officer

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned president of G-P 2NH6 LR II, Inc., a Florida corporation, which is the general partner of 2NH6 LR II, Ltd., a Florida limited partnership, certifies:

- 1. That he is the President of G-P 2NH6 LR II, Inc., a Florida corporation and in that capacity has full authority to sign this Affidavit on behalf of the corporation.
- 2. That G-P 2NH6 LR II, Inc. is the sole general partner of 2NH6 LR II, Ltd., a Florida limited partnership.
- 3. That the amount of the capital contributions of the limited partners and the total amount anticipated to be contributed by the limited partners to 2NH6 LR II, Ltd. at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Dated this 8th day of September, 1998.

GENERAL PARTNER:

G-P 2NH6 LR II, Inc., a Florida corporation

Norton Herrick, President

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SECRETARY OF STATE