

A99000000085



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 099297 4329904

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 419.00

ORDER DATE : January 14, 1999

ORDER TIME : 11:38 AM

ORDER NO. : 099297-005

CUSTOMER NO: 4329904

CUSTOMER: Julie A. Webster, Legal Asst
BROAD AND CASSEL
BROAD AND CASSEL
Suite 300
7777 Glades Road
Boca Raton, FL 33434

000002742150--2

DOMESTIC FILING

NAME: ALTMAN PARTNERS PLANTATION
LAKES II, LTD

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 14 PM 2:00

RECEIVED
99 JAN 14 PM 12:55
DIVISION OF CORPORATION

bx
1/14/99

**CERTIFICATE OF LIMITED PARTNERSHIP
OF ALTMAN PARTNERS PLANTATION LAKES II, LTD.**

We, the undersigned, desiring to form a limited partnership, pursuant to the Florida Uniform Limited Partnership Act, do hereby certify:

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99 JAN 14 PM 2:00

I.

The name of the limited partnership is Altman Partners Plantation Lakes II, Ltd., a Florida limited partnership.

II.

The business of the limited partnership shall be to acquire, improve, lease, manage, or sell or otherwise dispose of real property and improvements thereof and real estate partnerships ("Partnership Properties"), and to engage in any and all activities related or incidental thereto.

III.

The location of the principal places of business of the limited partnership and its mailing address shall be 2201 Corporate Boulevard, N.W., Suite 200, Boca Raton, Florida 33431.

IV.

The name of the agent for service of process is Broad and Cassel c/o Jeffrey A. Deutch. The address of the agent for service of process is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

V.

The name and place of residence of the general partners of the limited partnership are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Altman Development Corporation	2201 Corporate Boulevard, N.W., Suite 200 Boca Raton, Florida 33431
Altman Companies, Inc.	2201 Corporate Boulevard, N.W., Suite 200 Boca Raton, Florida 33431

856211

P98000003787

VI.

The term for which the limited partnership is to exist shall begin upon the date on which the Certificate of Limited Partnership is filed with the Secretary of State of the State of Florida, and shall continue for a period of twenty-five (25) years. The limited partnership shall not be terminated by reason of the death, dissolution, withdrawal or expulsion of a limited partner or the admission of a new limited partner.

IN WITNESS WHEREOF, the General Partners have executed this Certificate of Limited Partnership as of the 12 day of January, ~~1998~~ 1999

GENERAL PARTNERS:

ALTMAN DEVELOPMENT CORPORATION

By: _____

[Signature]

Dan Merrill

Its: Senior Vice President

ALTMAN COMPANIES, INC.

By: _____

[Signature]

Dan Merrill

Its: Senior Vice President

RESIDENT AGENT:

BROAD AND CASSEL

By: _____

[Signature]

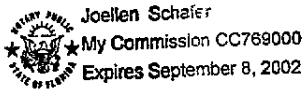
Jeffrey A. Deutch

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 12th day of January, 1999, before me personally appeared Dan Merrill as Senior Vice President of Altman Development Corporation, a General Partner named within the above Certificate, who being by me duly sworn,

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DIVISION OF CORPORATIONS
99 JAN 14 PM 2:00

did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.



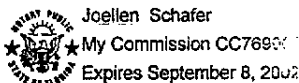
-SEAL-

Joellen Schafer
Notary Public
Palm Beach County, Florida
My Commission Expires: 9/8/02

FILED STATE
SECRETARY OF CORPORATIONS
99 JAN 14 PM 2:00

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 12th day of January, 1999, before me personally appeared Dan Merrill, as Senior Vice President of Altman Companies, Inc., a General Partner named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Altman Development Corporation and knows the contents thereof and agrees to the terms and conditions therein.



-SEAL-

Joellen Schafer
Notary Public
Palm Beach County, Florida
My Commission Expires: 9/8/02

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

On this 13th day of January, 1998, before me personally appeared Jeffrey A. Deutch, on behalf of Broad and Cassel, the Registered Agent named within the above Certificate, who being by me duly sworn, did say that he has read the foregoing Certificate by him signed on behalf of Broad and Cassel and knows the contents thereof and agrees to the terms and conditions therein.

-SEAL-

Christine M. Apter
Notary Public
Palm Beach County, Florida
My Commission Expires: 5/7/02



AFFIDAVIT

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
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99 JAN 14 PM 2:00

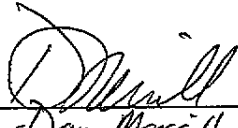
The undersigned, constituting all of the General Partners of Altman Partners Plantation Lakes II, Ltd., being first duly sworn, depose and state as follows:

1. The Limited Partners of Altman Partners Plantation Lakes II, Ltd. have to date contributed capital to the Limited Partnership in the amount of \$ 54,817.

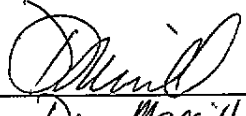
2. Other than as set forth in Paragraph 1 above, it is anticipated that no Limited Partner of Altman Partners Plantation Lakes II, Ltd. will be required to make any additional contributions to the Limited Partnership.

Further, Deponents sayeth not.

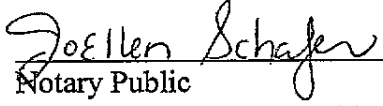
ALTMAN DEVELOPMENT CORPORATION


By: 
Its: Senior Vice President

ALTMAN COMPANIES, INC.

By: 
Its: Senior Vice President

Subscribed and sworn to before me this
12th day of January, 1999.


Notary Public
Palm Beach County, Florida
My Commission Expires: 9/8/02

 Joellen Schafer
My Commission CC769000
Expires September 8, 2002