



THE UNITED STATES
CORPORATION
COMPANY

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FILED STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 1:29

ACCOUNT NO. : 072100000032

REFERENCE : 178734 7143749

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 23, 1999

ORDER TIME : 11:03 AM

ORDER NO. : 178734-010

CUSTOMER NO: 7143749

CUSTOMER: Ms. Lisa Alonso
MULLER & LIPSON, P.A.
MULLER & LIPSON, P.A.
Suite 1550
9350 South Dixie Highway
Miami, FL 33156

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-03/23/99--01064--003
***3675.00 ***1837.50

DOMESTIC FILING

NAME: HAWTHORNE 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: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED

99 MAR 23 AM 5:59

B/K
3/23/99

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

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The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes, hereby certifies and swears in this Certificate of Limited Partnership to the following:

1. NAME.

The name of the Limited Partnership is:

HAWTHORNE PARTNERS II, LTD.

2. REGISTERED AGENT.

The name and address of the Registered Agent for the Limited Partnership is:

Charles E. Muller II
9350 Financial Centre, Suite 1550
9350 S. Dixie Highway
Miami, Florida 33156

3. GENERAL PARTNER.

The name and business address of the general partner is as follows:

Hawthorne Management, Inc.
1501 Venera Avenue, Suite 205
Coral Gables, Florida 33146

998000106251

4. MAILING ADDRESS AND PRINCIPAL ADDRESS.

The mailing and principal address of the Limited Partnership is as follows:

1501 Venera Avenue, Suite 205
Coral Gables, Florida 33146

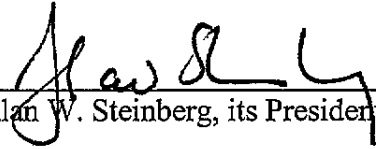
5. DISSOLUTION DATE.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2027.

IN WITNESS WHEREOF, the General Partner has caused this certificate of Limited Partnership to be executed at Miami, Florida, this 30th day of December, 1998.

Hawthorne Management, Inc.,
general partner

By: _____


Alan W. Steinberg, its President

FILED
CLERK OF DISTRICT COURT
99 MAR 23 PM 1:29
CORPORATIONS

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CLERK OF SUPERIOR COURT
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CORPORATIONS

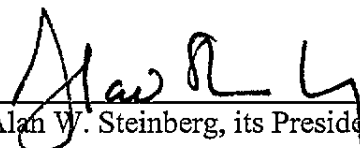
AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The undersigned General Partner of HAWTHORNE PARTNERS II, LTD. (the "Limited Partnership"), being duly sworn, deposes and says:

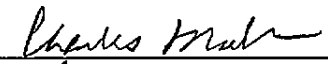
The total capital contributions of the limited partners of the Limited Partnership through this date is \$0 and the anticipated future capital contributions of the limited partners to the Limited Partnership is \$ 1,107,340.

Hawthorne Management, Inc.,
general partner

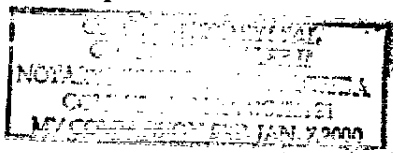
By: 
Alan W. Steinberg, its President

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was signed before me this 30 day of December, 1998, by Alan W. Steinberg, in the capacity indicated. He is personally known to me or has produced a Florida Driver's License as identification and did take an oath.


Name: Charles Mueller
Commission No.: _____
Notary Public
State of Florida at Large

My commission expires:




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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE

Pursuant to Section 620.192 of the Florida Statutes, the undersigned accepts appointment as registered agent for HAWTHORNE PARTNERS II, LTD., a Florida limited partnership, and accepts all obligations imposed on him as such under Florida law.

Executed this 30 day of December, 1998.



Charles E. Muller II

\\steinberg\hawthorne\certificate.lp