

A99000000730

KATZ, BARRON, SQUIERO, FAUST & BERMAN, P.A.

ATTORNEYS AT LAW

SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

DADE (305) 856-2444

BOCA RATON (954) 781-4720

TELECOPIER (305) 285-9227

E-MAIL: kbsfb.com

RONALD M. BARRON
(1945-1994)

OF COUNSEL

ROGER S. GOLDMAN

RICHARD M. MORTON

WILLIAM A. ZEIHNER, P.A.

FORT LAUDERDALE OFFICE

100 N. E. 3RD AVENUE, SUITE 280

FORT LAUDERDALE, FLORIDA 33301

TELEPHONE (954) 522-3636

TELECOPIER (954) 522-5119

Via Federal Express

April 27, 1999

BERNARD ALLEN
RICHARD E. BERMAN
W. TODD BOYD
CHARLES D. BRECKER
DAVID S. DROBNER
ERICA L. ENGLISH
ALEX ESPENKOTTER
MARC L. FAUST
HOWARD L. FRIEDBERG
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
MICHAEL I. KEAN
ADAM J. LAMB
JILL D. LEVY
JANICE MALCOLM-BEEKER
MICHELE L. McNICHOL
ANTHONY H. PELLE
MONICA A. REY-MORAN
JOSE R. RIGUERA
CHARLES D. ROBBINS
WILLIAM D. ROHRER
JOHN R. SQUIERO
WILLIAM R. TRUEBA, JR.

Florida Department of State
Division of Corporations
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32399

200002864522--2
-05/06/99-01008-007
***1785.00 ***1785.00

Re: JC II Development, Inc.
And JC II, Ltd.
Our File No. 04090005

Dear Sir or Miss:

Enclosed for filing are the following:

1. Original and one copy of the Articles of Incorporation for JC II Development, Inc. as a Florida profit corporation, together with our firm's check in the sum of \$78.75 payable to the Department of State. Please process these Articles and return the Certificate evidencing incorporation and a file stamped copy of the Articles to the undersigned in the return federal express mailer enclosed.
2. Original and one copy of the Certificate and Affidavit of Limited Partnership for JC II, Ltd., together with our firm's check payable to the Department in the sum of \$1,785.00. Upon the formation of the corporate general partner (number 1 above), please process this certificate for the formation of the Florida limited partnership, JC II, Ltd. Please return a file stamped copy and evidence of filing to the undersigned in the aforementioned federal express mailer.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
APR 30 2:19 PM '99

mtm
5/6

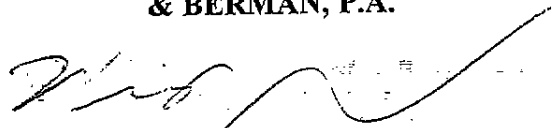
FF\$1785.00

Florida Department of State
April 27, 1999
Page Two

Should you have any question regarding the enclosed, please do not hesitate to contact the undersigned.

Very truly yours,

**KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.**



William D. Rohrer

WDR/sjz
enclosures

cc: Erica L. English, Esq.
H:\LIB\DOCS\04090003\CRP\A72032.WPD

FILED
SECRETARY OF STATE
DIVISIONS
99 APR 30 PM 2:19

**CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF JC II, LTD.,
A FLORIDA LIMITED PARTNERSHIP**

JC II DEVELOPMENT, INC., a Florida corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for **JC II, LTD.**, hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is **JC II, LTD.**
2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is **3055 Harbor Drive, Unit 1001, Fort Lauderdale, Florida 33316**. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

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

**JC II DEVELOPMENT, INC.
3055 Harbor Drive
Unit 1001
Fort Lauderdale, Florida 33316**

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2029.

5. Name and Address of Agent for Service of Process: The Agent for service of process on the Partnership shall be **Corpco, Inc. at 2699 South Bayshore Dr., 7th Floor, Miami, Florida 33133**.

6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute _____

One Hundred (\$ 100.00) Dollars.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 PM 2:19

7. Anticipated Additional Contributions: The undersigned herewith affirms that the total amount of additional contributions which are anticipated, other than as set forth in paragraph 6, shall be One Million (\$1,000,000.00) Dollars..

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and seal and swears to the foregoing as of the 26th day of April, 1999, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

JC II DEVELOPMENT, INC.,
a Florida corporation

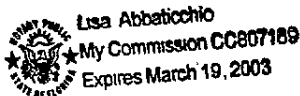
By: *Jan R. Cummings*
JAN R. CUMMINGS, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 30 PM 2:19

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAN CUMMINGS, who is personally known to me or who produced _____ as identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 26th day of April, 1999.




Lisa Abbaticchio
Notary Public
Lisa Abbaticchio
Print Name of Notary
Serial Number CC807169
My Commission Expires: March 19, 2003

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this 28th day of April, 1999.

CORPCO, INC.


MICHAEL D. KATZ, President
Registered Agent

99 APR 30 PM 2:19

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

h:\04090005\certltd