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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Gratigny Partners II Ltd.

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

☐ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

RUSH

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 JUL 21 PM 1:31

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: _____

Date: _____

BK

7/21/99

99 JUL 21 AM 11:00
RECEIVED

GRATIGNY PARTNERS II, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

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Pursuant to § 620.108 of the Florida Statutes, the undersigned person, desiring to form a Florida Limited Partnership, hereby swears and affirms as follows:

1. The name of the Limited Partnership shall be GRATIGNY PARTNERS II, LTD.
2. The character of the business is the acquisition, development, ownership, renting, operation, and/or disposition by sale or exchange of real and/or personal property and/or any other lawful enterprise.
3. The location of the principal place of business is 14445 N.E. 20TH Lane, North Miami, Florida 33181. The name and address of the agent for service of process is Mike Nunez, 14445 N.E. 20TH Lane, North Miami, Florida 33181.

4. The name and address of the General Partner shall be as follows:

Gratigny Managers II, Inc.
14445 N.E. 20TH Lane
North Miami, Florida 33181

99900002769

5. The mailing address for the Limited Partnership shall be as follows:

Gratigny Partners II, Ltd.
14445 N.E. 20TH Lane
North Miami, Florida 33181

6. The term of the Partnership shall commence upon the filing of this Certificate of Limited Partnership with the Secretary of State of the State of Florida, and it shall continue for fifty (50) years from such filing, unless otherwise terminated or extended in accordance with the provisions of the Partnership Agreement.

IN WITNESS WHEREOF, the party hereto has executed this Certificate of Limited Partnership on the 16 day of July, 1999, effective upon filing same with the Florida Department of State.

GRATIGNY MANAGERS II, INC.,
General Partner

BY: _____

MIKE NUNEZ, President

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

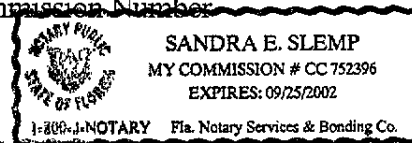
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DIVISION OF CORPORATIONS
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The foregoing instrument was acknowledged before me this 16 day of July, 1999, by MIKE NUNEZ, President of GRATIGNY MANAGERS II, INC., who did execute the foregoing Certificate of Limited Partnership as President of the General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.


Signature - NOTARY PUBLIC

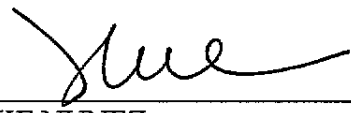
SANDRA E. SLEMP
Printed Name of NOTARY PUBLIC

CC 752396
Commission Number



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for GRATIGNY PARTNERS II, LTD., a Florida limited partnership in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.



MIKE NUNEZ

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared MIKE NUNEZ, President of GRATIGNY MANAGERS II, INC., the general partner of GRATIGNY PARTNERS II, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), who upon being sworn, certified as follows:

The amount of initial capital contributions of the limited partners is \$100. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$10,000,000.00.

This 16 day of July, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

GRATIGNY MANAGERS II, INC.,
General Partner

BY:


MIKE NUNEZ, President

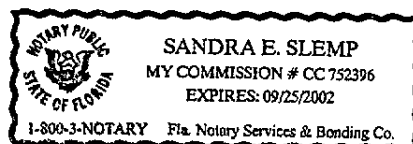
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16 day of July, 1999, by MIKE NUNEZ, President of GRATIGNY MANAGERS II, INC., who did execute the foregoing Affidavit of Capital Contributions as President of the General Partner, who is personally known to me, or who has produced _____ as identification, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.


Signature - NOTARY PUBLIC

SANDRA E SLEMP
Printed Name of NOTARY PUBLIC

CC 752396
Commission Number



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DIVISION OF CORPORATIONS
JUL 16 1999