ACCOUNT NO.: 072100000032

REFERENCE :

AUTHORIZATION:

COST LIMIT : \$ 140.00

ORDER DATE: October 14, 1999

ORDER TIME : 10:47 AM

ORDER NO. : 412770-005

100003014951--1

CUSTOMER NO: 4732152

CUSTOMER: Winfield A. Gartner, Esq

GARTNER BROCK & SIMON GARTNER BROCK & SIMON

Suite 203

1660 Prudential Drive Jacksonville, FL 32207

DOMESTIC FILING

NAME:

HASKELL REALTY DEVELOPERS

MASTER LIMITED PARTNERSHIP II

EFFECTIVE DATE:

ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

SECRETARY OF STATE TALL AND TALL TALL SEIDA

88 OCT 14 PMIZ: 56

EITED

CERTIFICATE OF LIMITED PARTNERSHIP HASKELL REALTY DEVELOPERS MASTER LIMITED PARTNERSHIP II

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, do hereby certify as follows:

- 1. The name of the limited partnership shall be HASKELL REALTY DEVELOPERS MASTER LIMITED PARTNERSHIP II.
- 2. The mailing address for the Limited Partnership is 111 Riverside Avenue, Jacksonville, Florida 32202.
- 3. The name and principal business address of the general partner of the partnership is Haskell Development, Inc., 111 Riverside Avenue, Jacksonville, Florida 32202. This is also the address of the office at which the records required by Section 620.106 are maintained.
- 4. The term for which the partnership shall exist shall commence on the date hereof and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.
- 5. The street address of the registered office for the partnership is 111 Riverside Avenue, Jacksonville, Florida 32202, and the name of the registered agent for the service of process at that address is C. Edward Vandergriff, who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this <u>12th</u> day of <u>Ocrober</u>, 1999.

HASKELL DEVELOPMENT, INC.

Sole General Partner

REGISTERED AGENT:

C. Laward Vandergriff, President

SECKLTARY OF STATE TALLAHASSEE FLORIDA

88 OCL IT 64 IS: 28

Cand

AFFIDAVIT OF LIMITED PARTNER CONTRIBUTIONS

STATE OF FLORIDA COUNTY OF DUVAL

BEFORE ME, the undersigned constituting all of the general partners of HASKELL REALTY DEVELOPERS MASTER LIMITED PARTNERSHIP II, a Florida limited partnership, certifies the following:

- 1. The amount of capital contribution to date of the limited partners is \$100.00
- 2. The capital contributions to said limited partnership as of the date hereof totals \$100.00.
- 3. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

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

Dated as of the 12th day of October, 1999

HASKELL DEVELOPMENT, INC.

Sole General Partner

C)Edward Vandergiff, President

STATE OF FLORIDA COUNTY OF DUVAL

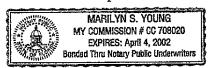
This foregoing instrument was acknowledged before me this 12th day of October.

1999, by C. Edward Vandergriff, the President of Haskell Development, Inc., the sole general partner of Haskell Realty Developers Master Limited Partnership II, on behalf of the partnership, who is either (X) personally known to me or () has produced identification.

SECRETARY OF STATE TACKED TACKED AUDIO STATE

69 OCT 14 PM 12: 57

Notary Public, State of Florida
Print Name: MARILYN S. YOUNG
My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

· Having been named as statutory registered agent for HASKELL REALTY DEVELOPERS MASTER LIMITED PARTNERSHIP II, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

RECISTERED AGENT:

C. Edward Vandergriff

PILED PMIS: 57
SECRETARY OF SIATE
AGIRDA SEE FLORIDA