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ACCOUNT NO. : 072100000032

REFERENCE : 427550 4306827

AUTHORIZATION : Patricia Pugh

COST LIMIT :

ORDER DATE : October 22, 1999 148.75

ORDER TIME : 4:07 PM

ORDER NO. : 427550-015

CUSTOMER NO: 4306827

400003023184--5

CUSTOMER: Reuben M. Schneider, Esq  
ABRAMS ANTON, P.A.  
ABRAMS ANTON, P.A.  
2021 Tyler Street

Hollywood, FL 33022

DOMESTIC FILING

NAME: AVENTURA LAND HOLDING II, LTD.

\*\*\*FILE SECOND\*\*\*\*\*

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 22 PM 5:07

RECEIVED  
99 OCT 22 PM 4:50  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

BK 10/22/99

CERTIFICATE OF LIMITED PARTNERSHIP OF  
AVENTURA LAND HOLDING II, LTD.,  
a Florida Limited Partnership

99 OCT 22 PM 5:07  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

The undersigned General Partner(s), desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership law, hereby states the following:

1. The name of the partnership is AVENTURA LAND HOLDING II, LTD.

2. The address of the office of the partnership is 350 West Camino Gardens Boulevard, Suite 303, Boca Raton, Florida 33432.

3. The name and address of the agent for service of process on the partnership is Brian Street c/o Aventura Land Holding II, Inc., 350 West Camino Gardens Boulevard, Suite 303, Boca Raton, Florida 33432.

4. The name and business address of the General Partner(s) and the mailing address of the partnership are Aventura Land Holding II, Inc., 350 West Camino Gardens Boulevard, Suite 303, Boca Raton, Florida 33432.   
899000093535

5. The latest date upon which the partnership shall dissolve is thirty (30) years from the filing of this Certificate of Limited Partnership in the State of Florida.

6. Except as specifically provided in the Partnership Agreement, no Partner shall be entitled to contribute capital to the Partnership without the consent of the General Partner, to withdraw, or to a return of any part of his capital

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99 OCT 23 PM 5:07

contribution or to receive property or other assets other than cash in return thereof, and the General Partner shall not be liable for the return of all or any portion of the Limited Partners contribution.

7. All annual net profits of the partnership shall be divided among the partners in the same proportions as the partners' then capital accounts unless retained for partnership investments and business activities unless as set forth in Article IV of the Partnership Agreement.

8. There are priority distributions to Limited Partners over other Limited Partners with respect to distributions as set forth in Article IV of the Partnership Agreement.

9. A Limited Partner may not demand property other than cash in return for its contributions.

The execution of this Certificate by the undersigned General Partner(s) constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the General Partner(s) of Aventura Land Holding II, Inc., General Partner, this 21 day of October, 1999.

Witnesses:

GENERAL PARTNER(S):

AVENTURA LAND HOLDING II, INC.,  
General Partner

By:

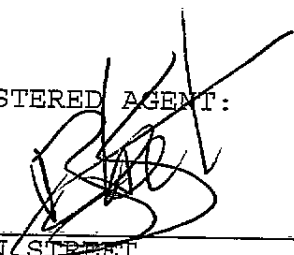
[Signature] president  
BRIAN STREET, President

[Signature]  
[Signature]

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99 OCT 22 PM 5:07

Having been named as registered agent for AVENTURA LAND HOLDING II, LTD., a Florida limited partnership (the "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.

REGISTERED AGENT:



BRIAN STREET

#380960  
BDI3-0006  
RMS:jah

STATE OF FLORIDA  
DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
99 OCT 22 PM 5:07

AFFIDAVIT OF CAPITAL CONTRIBUTION

STATE OF FLORIDA )  
COUNTY OF Palm Beach ) SS:

BEFORE ME, the undersigned, personally appeared BRIAN STREET, President of Aventura Land Holding II, Inc., the General Partner(s) of Aventura Land Holding II, Ltd., a Florida limited partnership, who, upon being duly sworn, certifies as follows:

The amount of capital contributions to the partnership made by all of the Limited Partners is as follows:

-0-

The amount of additional capital contribution anticipated to be contributed by each Limited Partner is as follows:

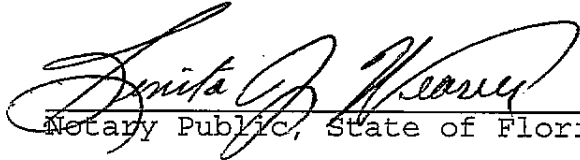
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FURTHER, AFFIANT SAYETH NAUGHT.

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.

GENERAL PARTNER(s):  
AVENTURA LAND HOLDING II, INC.,  
GENERAL PARTNER  
By [Signature] President  
BRIAN STREET, President

The foregoing Affidavit was subscribed and acknowledged before me by BRIAN STREET who is personally known to me or who has produced \_\_\_\_\_ as identification, on this 21st day of October, 1999.

  
Notary Public, State of Florida

My Commission Expires:



Benita J. Weaver  
Commission # CC 769529  
Expires AUG. 23, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
DEPARTMENT OF CORPORATIONS  
99 OCT 22 PM 5: 07