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Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:
 Division of Corporations
 Fax Number : (850) 617-6383

From:
 Account Name : C T CORPORATION SYSTEM
 Account Number : FCA0000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5368

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

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**FLORIDA/FOREIGN LP/LLLP
 Cole Operating Partnership II, LP**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$1,000.00

*Please
 check
 on this
 have
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 gotten
 evidence*

D. BRUCE

JAN 31 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cole Operating Partnership II, LP
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed application, certificate of status and fees are submitted to register a foreign limited partnership or limited liability limited partnership to transact business in Florida.

Please return all correspondence concerning this matter to:

Kathi Simons

Contact Person

Cole Real Estate Investments

Firm/Company

2555 E Camelback Rd, Suite 400

Address

Phoenix, AZ 85016

City, State and Zip Code

kaimons@colecapiatl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathi Simons

at (602

) 778-8746

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$1,000.00 Filing Fees
(\$965 Filing Fee and
\$35 Registered Agent
Fee)

☐ \$1,008.75 Filing Fees
and Certificate of
Status

☐ \$1,052.50 Filing Fees
and Certified Copy

☐ \$1,061.25 Filing Fee,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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11 JAN 28 AM 12:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN LIMITED PARTNERSHIP OR
LIMITED LIABILITY LIMITED PARTNERSHIP
TO TRANSACT BUSINESS IN FLORIDA

1. Cole Operating Partnership II, LP

(Name of Limited Partnership or Limited Liability Limited Partnership, which must include suffix)

Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.

Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.

If name unavailable, name under which the limited partnership or limited liability limited partnership proposes to register to transact business in Florida; must contain acceptable suffix.

2. Delaware

State or Country of Formation

3. September 28, 2004

Date of Formation

4. Name of Registered Agent for Service of Process and Florida Street Address:

C T Corporation System

1200 South Pine Island Road

Plantation, Florida 33324

5. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: [Signature]

C T Corporation System

Signature of Registered Agent

7. Principle Office: (Florida Street Address)

2555 E. Camelback Rd., Ste 400

Phoenix, AZ 85016

8. Mailing Address:

same

9. If limited partnership is a limited liability limited partnership, check box ☐

10. Name, principal office address, and mailing address of each general partner:

Name of General Partner: Cole Credit Property Trust II, Inc.

Name of General Partner: _____

Street Address: 2555 E Camelback Rd., Suite 400

Street Address: _____

Phoenix, AZ 85016

Mailing Address: 2555 E Camelback Rd., Suite 400

Mailing Address: _____

Phoenix, AZ 85016

Name of General Partner: FII-350

Name of General Partner: _____

Street Address: _____

Street Address: _____

Mailing Address: _____

Mailing Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Name of General Partner: _____ Name of General Partner: _____
Street Address: _____ Street Address: _____
Mailing Address: _____ Mailing Address: _____

11. Effective date, if other than the date of filing: _____
(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to the delivery of this application to the Florida Department of State, by the Secretary of State or other official having custody of the entity's records in the jurisdiction under the law of which it is organized.

Signed this 19 day of January, 2011
Celo Credit Property Trust II, Inc., General Partner

[Signature]
Signature of a general partner D. Kirk McAllister, Jr., Exec. Vice President

The individual signing this document affirm that the facts stated herein are true and the individual is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, P.S.

Filing Fees:	\$1,000.00 (\$965 Filing Fee and \$35 Registered Agent Fee)
Certified Copy (optional):	\$52.50
Certificate of Status (optional):	\$8.75

Page 2 of 2

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11 JAN 28 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "COLE OPERATING PARTNERSHIP II, LP"
IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF
THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D.
2011.

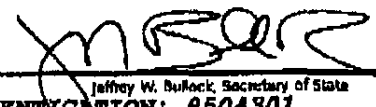
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE
BEEN PAID TO DATE.

3861030 8300

110058302

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8504301

DATE: 01-19-11