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FLORIDA STATE
JULIA M. FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bartow Management, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Dennis P. Spates

(Name of Person)

Pelosi Wolf Effron & Spates LLP

(Firm/Company)

350 Broadway, Suite 301

(Address)

New York, NY 10013

(City/State and Zip code)

For further information concerning this matter, please call:

Dennis P. Spates

(Name of Person)

at (212) 925-2020

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☒ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

PELOSI WOLF EFFRON & SPATES LLP

FILED
03 OCT 13
September 25, 2003
350 Broadway
Suite 301
New York NY
10013
STATE
TALLAHASSEE, FLORIDA

DENNIS SPATES

By Federal Express

Department of State of the
State of Florida
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Mesdame,

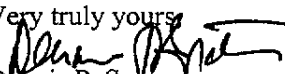
Enclosed for filing by the Department of State are the following documents and checks in the amounts indicated to cover filing fees:

1. Transmittal Letter and Application by Foreign Corporation for Authorization to Transact Business in Florida for Bartow Management, Inc., a New York corporation which is the general partner of Florida Tax Credit Fund II, Ltd., a Florida limited partnership (filing fee \$78.75).
2. Limited Partnership Reinstatement for Florida Tax Credit Fund II, Ltd. (filing fee \$1,282.50). Kindly print the Registration Document Number for item 1 above in item 10a. of the reinstatement form after the filing in item 1 above has been completed.
3. Certificate of Amendment of Certificate of Limited Partnership of Florida Tax Credit Fund II, Ltd. (filing fee \$52.50).

The name of the contact person relating to these filings and the person to whom acknowledgments should be sent is Dennis P. Spates. His address and telephone number are as follows:

Dennis P. Spates
Pelosi Wolf Effron & Spates LLP
350 Broadway, Suite 301
New York, NY 10013
212-925-2020

Please do not hesitate to contact Mr. Spates if you have any comments or questions relating to these filings.

Very truly yours,

Dennis P. Spates

assetalloc.120.fldos.092503

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

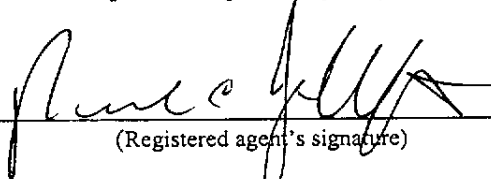
IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

1. Bartow Management, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New York 3. 20-0167605
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 6/23/03 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 777 Old Saw Mill River Road, Suite 240, Tarrytown, New York 10591
(Principal office address)
777 Old Saw Mill River Road, Suite 240, Tarrytown, New York 10591
(Current mailing address)
8. To engage in any lawful act or activity for which a corporation may be organized under the New York State Business Corporation Law, provided that the corporation is not formed to engage in any act or activity which requires the consent or approval of any state official, department, board, agency or other body.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: Paul Jubelt
c/o Bear Creek Management, Inc.
Office Address: 402 Gatlin Avenue
Orlando, Florida 32806
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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.


(Registered agent's signature)

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

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

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Chairman: _____ 03 OCT 13 PM 1:16

Address: _____
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: Jeffrey Rachlin

Address: 777 Old Saw Mill River Road, Suite 240, Tarrytown, New York 10591

B. OFFICERS

President: Jeffrey Rachlin

Address: 777 Old Saw Mill River Road, Suite 240, Tarrytown, New York 10591

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

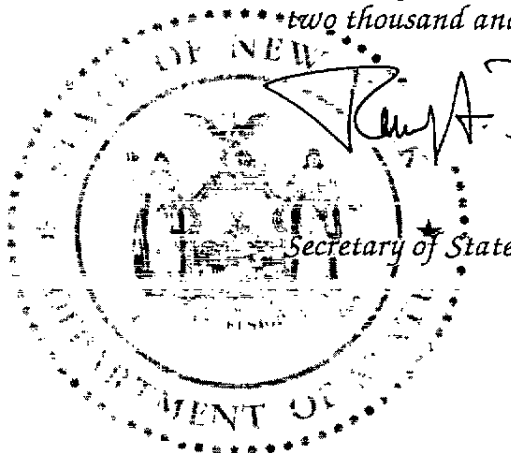
14. Jeffrey Rachlin, President
(Typed or printed name and capacity of person signing application)

State of New York
Department of State | **ss:**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify, that the Certificate of Incorporation of BARTOW MANAGEMENT, INC. was filed on 06/23/2003, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of September
two thousand and three.*



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