

STERLING CENTRECORP

A0100000/452

October 23, 2001

Via Airborne Express

Florida Department of State
409 East Gaines Street
P.O. Box 1500
Tallahassee, FL 32399

900004653309--8
-10/25/01--01058--002
***1837.50 ***1837.50

Re: SC-Abacoa Plaza Associates, Ltd., a Florida limited partnership

Dear Madam or Sir :

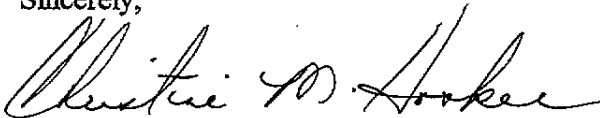
Enclosed please find the original and one copy of the Certificate of Limited Partnership of SC-Abacoa Plaza Associates, Ltd. for filing with your office. Also enclosed is a check made payable to the Florida department of State in the amount of \$1,837.50 for the necessary filing fees as follows:

Filing Fee	\$1,750.00
Certified Copy	52.50
Registered Agent Fee	35.00
	<u>\$1,837.50</u>

Upon your filing of same, please furnish the certified copy to our office in the self-addressed, Federal Express envelope which is enclosed for this purpose.

Thank you for your assistance in this matter and should you have any questions, please contact the undersigned at the telephone number listed above.

Sincerely,



Christine M. Hooker
Legal Coordinator

Enclosures

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2001 OCT 25 AM 10:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SC-ABACOA PLAZA ASSOCIATES, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida this Certificate of Limited partnership for SC-ABACOA PLAZA ASSOCIATES, LTD. (hereinafter the "Partnership"), for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the Partnership shall be SC-ABACOA PLAZA ASSOCIATES, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Partnership shall be located at 209 Phipps Plaza, Palm Beach, Florida 33408, or at such other place or places as the sole General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The name and address of the registered agent of the Partnership for service of process shall be Brian D. Kosoy, 209 Phipps Plaza, Palm Beach, Florida 33480.

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.
The name and address of the sole general partner of the Partnership are SC-ABACOA G.P., INC., 209 Phipps Plaza, Palm Beach, Florida 33480.

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing Address of the Partnership is 209 Phipps Plaza, Palm Beach, Florida 33480.

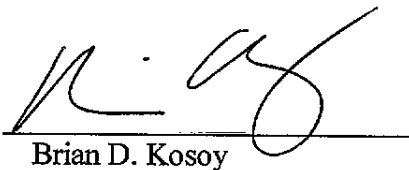
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TALLAHASSEE, FLORIDA

6. TERM. The Partnership shall be dissolved on November 1, 2031 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 24th day of October, 2001.

SOLE GENERAL PARTNER:

SC ABACOA, G.P., INC.,
a Florida corporation

By: 

Brian D. Kosoy

As its: President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of SC-ABACOA ASSOCIATES, LTD. are \$450,000.00. The anticipated amount of additional capital contributions of the Limited Partners is none.

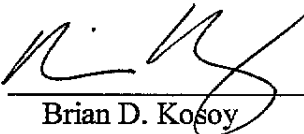
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 24th day of October, 2001.

SOLE GENERAL PARTNER:

SC ABACOA, G.P., INC.,
A Florida corporation

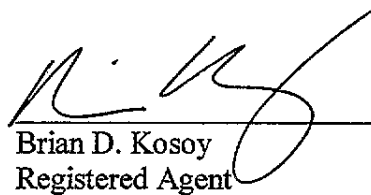
By: 
Brian D. Kosoy
As its: President

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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, BRIAN D. KOSOY, accepts his designation as Registered Agent for SC-ABACOA PLAZA ASSOCIATES, LTD., and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 24th day of October, 2001.


Brian D. Kosoy
Registered Agent

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TALLAHASSEE, FLORIDA