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BOARD CERTIFIED REAL ESTATE LAWYER
ADMITTED TO PRACTICE IN FLORIDA
AND NEW YORK

Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

Enclosed please find a Statement of Qualification for Florida Limited Liability Limited Partnership for filing along with a check in the amount of \$25.00 to cover the expenses of filing same.

Should you have any questions, please call me at 561-366-9144.

Sincerely,

Joanne M. Capuano

FILED
02 APR 26 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Encl.

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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State is SC-Abacoa Plaza Associates, Ltd. The certificate of limited partnership, affidavit of capital contributions and applicable limited partnership filing fees are attached hereto.
2. The suffix adopted for the above-named partnership is LLLP.
3. The street address of the partnership's chief executive officer is One North Clematis Street, Suite 305, West Palm Beach, FL 33401.
4. The street address of the partnership's principal office in Florida is One North Clematis Street, Suite 305, West Palm Beach, FL 33401.
5. The limited partnership hereby elects to be a limited liability limited partnership.
6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.
7. The name and Florida street address of the partnership's agent for service of process is SC Abacoa, G.P., Inc., a Florida corporation, One North Clematis Street, Suite 305, West Palm Beach, FL 33401.

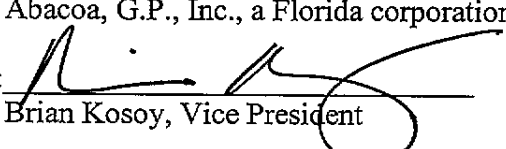
The execution of this statement by a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 25th day of April, 2002.

Signature of TWO partners:

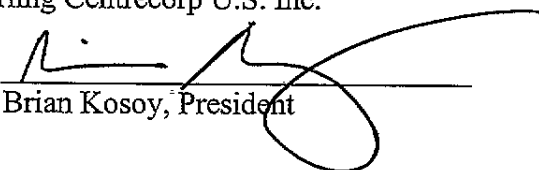
General Partner:

SC Abacoa, G.P., Inc., a Florida corporation

By: 
Brian Kosoy, Vice President

Limited Partner:

Sterling Centrecorp U.S. Inc.

By: 
Brian Kosoy, President

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