



A020000000844

ACCOUNT NO. : 072100000032

REFERENCE : 626120 161599A

AUTHORIZATION :

COST LIMIT : \$ PPD

6/17 FLIP

\$1837.50

00855-00524-02963

ORDER DATE : June 17, 2002

ORDER TIME : 2:03 PM

ORDER NO. : 626120-005

CUSTOMER NO: 161599A

CUSTOMER: Mr. Jeffrey J. Wolfe
Daryl Cramer & Associates, Pa
Suite 910
515 North Flagler Drive
West Palm Beach, FL 33401-5010

W02-176205

400005801064--2
-06/18/02--01001--009
***1802.50 ***1802.50

MJH

RECEIVED
02 JUN 17 PM 4:01
DIVISION OF STATE REGISTRATION

DOMESTIC FILING

NAME: SENTINEL PARTNERS, LTD.

EFFECTIVE DATE:

400005801064--2
-06/19/02--01048--015
*****35.00 *****35.00

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Angie Glisar - EXT. 1124

EXAMINER'S INITIALS:

FILED
02 JUN 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 18, 2002

ANGIE GLISAR
CSC

SUBJECT: SENTINEL PARTNERS, LTD.
Ref. Number: W02000017665

RESUBMIT

Please give original
submission date as file date:

We have received your document for SENTINEL PARTNERS, LTD. and your check(s) totaling \$1802.50. However, the document has not been filed and is being retained in this office for the following:

The fee to file this Limited Partnership is \$1750.00 (the maximum based on \$100,000,000 in contributions) plus \$35.00 for the Designation of Registered Agent, plus \$52.50 for the Certified Copy requested, totaling \$1837.50.

There is a balance due of \$35.00.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 202A00039557

RECEIVED
02 JUN 19 AM 8:40
SENTINEL PARTNERS, LTD.
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
SENTINEL PARTNERS, LTD.**

1. The name of the limited partnership is "Sentinel Partners, Ltd." (the "Limited Partnership").

2. The address of the Limited Partnership's office is 1319 E. Hillsboro Boulevard, #615, Deerfield Beach, Florida 33441.

3. The name and address of the agent for service of process is Dreier & Baritz LLP, 150 East Palmetto Park Road, Suite 750, Boca Raton Florida 33431.

4. The name and business address of the general partner of the Limited Partnership is as follows:

Sentinel Funds, Inc.
1319 E. Hillsboro Boulevard, #615
Deerfield Beach, Florida 33441

P02 000066036

5. A mailing address for the Limited Partnership is 1319 E. Hillsboro Boulevard, #615, Deerfield Beach, Florida 33441.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2012.

This Certificate of Limited Partnership of Sentinel Partners, Ltd. has been executed on the 14th day of June, 2002. By such execution, the general partner whose signature is set forth below hereby affirms, under penalties of perjury, that the facts stated herein are true.

GENERAL PARTNER:

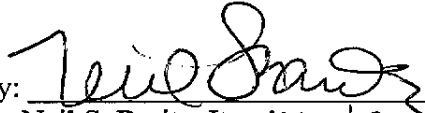
SENTINEL FUNDS, INC., Florida
corporation

By: Kenneth B. Winters
Kenneth B. Winters, Its President

FILED
JUN 17 PM 2:16
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

The undersigned hereby accepts appointment as Registered Agent of Sentinel Partners, Ltd. pursuant to the terms of Section 620.192, Florida Statutes, as amended.

DREIER & BARITZ LLP

By: 
Neil S. Baritz, Its member

AFFIDAVIT

The undersigned, as general partner of Sentinel Partners, Ltd., a Florida limited partnership (the "Limited Partnership"), pursuant to Section 620.108, Florida Statutes, hereby attests to the following:

1. The initial capital contribution of the limited partners of the Limited Partnership is Ten Dollars (\$10.00).
2. The total amount contributed and anticipated to be contributed by the limited partners of the Limited Partnership is One Hundred Million Dollars (\$100,000,000.00).

By such execution, the general partner of the Limited Partnership whose signature is set forth below, hereby affirms, under penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

SENTINEL FUNDS, INC., a Florida
corporation

By: Kenneth B. Winters
Kenneth B. Winters, Its President