

Feb. 2. 1998 11:43AM HARLLEE PORGES ET AL

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FROM: HARLLEE, PORGES, HAMLIN, KNOWLES, BALD & PRO
CONTACT: TOM PUTNAM
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FAX #: (941) 746-4160

NAME: STERLING MANOR II, LTD.

AUDIT NUMBER.....H98000002144

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 6

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FAX AUDIT NO.: H98000002144

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STERLING MANOR II, LTD.**

STATE OF FLORIDA
COUNTY OF LEE

THIS CERTIFICATE is made this 28th day of January 1998, by CAPE CORAL HOUSING REHABILITATION AND DEVELOPMENT CORP., a Florida corporation not for profit, and STERLING MANOR PARTNERS, INC., a Florida corporation, the General Partners of STERLING MANOR II, LTD., a Florida limited partnership.

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1. NAME: The firm name and style under which the partnership is to be conducted shall be STERLING MANOR II, LTD.

2. PLACE OF BUSINESS ADDRESS AND MAILING ADDRESS: The principal place of business of the Limited Partnership shall be located at:

STERLING MANOR II, LTD.
1520 Royal Palm Square Boulevard, Suite 360
Fort Myers, Florida 33919

3. GENERAL PARTNERS ADDRESSES: The names and business addresses of the General Partners are as follows:

CAPE CORAL HOUSING REHABILITATION -N95-1649
AND DEVELOPMENT CORP.
1430 S.E. 16th Place
Unit B
Cape Coral, Florida 33990

PREPARED BY:
Curtis D. Hamlin, Esq.(Bar No.:0237922)
Harlee, Porges, Hamlin,
Knowles, Bald & Prouty, P.A.
1205 Manatee Avenue West
Bradenton, Florida, 34205
(941)748-3770

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STERLING MANOR PARTNERS, INC. -998-6718
1520 Royal Palm Square Boulevard
Suite 360
Fort Myers, Florida 33919

4. REGISTERED AGENT: The name and address of the Registered Agent is as follows:

Curtis D. Hamlin, Esq.
HARLLEE, PORGES, HAMLIN,
KNOWLES, BALD & PROUTY, P.A.
1205 Manatee Avenue West
Bradenton, Florida 34205

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5. LATEST DATE OF DISSOLUTION: The latest date upon which the Limited Partnership is to be dissolved is December 31, 2048.

6. AFFIDAVIT OF CAPITAL CONTRIBUTIONS: An Affidavit of Capital Contribution of the Limited Partners is attached hereto and incorporated herein.

CAPE CORAL HOUSING
REHABILITATION AND
DEVELOPMENT CORP., a Florida
corporation not for profit, General
Partner of STERLING MANOR II,
LTD., a Florida limited partnership

By: Rev. Richard J. Hafer
Rev. Richard J. Hafer, as its President

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STERLING MANOR PARTNERS,
INC., a Florida corporation, General
Partner of STERLING MANOR II,
LTD., a Florida limited partnership

By: *Bowen A. Arnold* as its President
Bowen A. Arnold, as its President

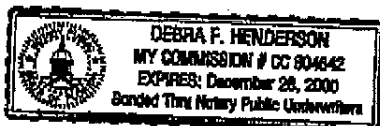
REGISTERED AGENT:

I, Curtis D. Hamlin, accept the designation by CAPE CORAL
HOUSING REHABILITATION AND DEVELOPMENT CORP. and STERLING
MANOR PARTNERS, INC., to serve as REGISTERED AGENT for the
Partnership on the day and year first above written.

By: *Curtis D. Hamlin*
Curtis D. Hamlin, Registered Agent

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 29th day
of January, 1998, by Rev. Richard J. Hafer, as President of CAPE CORAL
HOUSING REHABILITATION AND DEVELOPMENT CORP., a Florida
corporation not for profit, as General Partner of STERLING MANOR II, LTD.,
a Florida limited partnership, on behalf of the limited partnership. He is
personally known to me.



Debra F. Henderson
Notary Public, State of Florida
DEBRA F. HENDERSON
(Type or Print Notary Name Here)

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STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 24th day of January, 1998, by Bowen A. Arnold, as President of STERLING MANOR PARTNERS, INC., a Florida corporation, as General Partner of STERLING MANOR II, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.



Debra F. Henderson
Notary Public, State of Florida

DEBRA F. HENDERSON
(Type or Print Notary Name Here)

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AFFIDAVIT OF CAPITAL CONTRIBUTIONSSTATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the General Partners of STERLING MANOR II, LTD., a Florida limited partnership, did swear and affirm as follows:

The amount of capital contributions to date of the Limited Partners is \$99.00.

The total amount anticipated to be contributed by the Limited Partners at this time totals \$7,500.00, including all contributions received to date.

This 21st day of January, 1998.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury the undersigned does declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

CAPE CORAL HOUSING
REHABILITATION AND DEVELOPMENT
CORP., a Florida corporation not for profit,
General Partner of STERLING MANOR II,
LTD., a Florida limited partnership

By: Rev. Richard J. Hafer
Rev. Richard J. Hafer, as its President

The foregoing instrument was acknowledged before me this 21st day of January, 1998, by Rev. Richard J. Hafer, as President of CAPE CORAL HOUSING REHABILITATION AND DEVELOPMENT CORP., a Florida corporation not for profit, as General Partner of STERLING MANOR II, LTD., a Florida limited partnership, on behalf of the limited partnership. He is personally known to me.



Debra F. Henderson
Notary Public, State of Florida
DEBRA F. HENDERSON
(Type or Print Notary Name Here)

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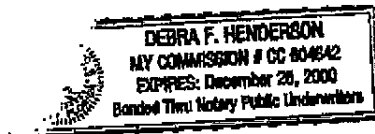
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STERLING MANOR PARTNERS, INC., a
Florida corporation, General Partner of
STERLING MANOR II, LTD., a Florida
limited partnership

By: *Bowen A. Arnold*
Bowen A. Arnold, as its President

The foregoing instrument was acknowledged before me this 21st day of
January, 1998, by Bowen A. Arnold, as President of STERLING MANOR
PARTNERS, INC., a Florida corporation, as General Partner of STERLING MANOR
II, LTD., a Florida limited partnership, on behalf of the limited partnership. He is
personally known to me.



Debra F. Henderson
Notary Public, State of Florida
DEBRA F. HENDERSON
(Type or Print Notary Name Here)

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