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-05/26/98--01038--008
****140.00 ****140.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Stirling Apartments II Ltd

File 2nd

- ☐ Walk In
- ☐ Mail Out
- ☐ Will Wait
- ☐ Photocopy

☐ Pick Up Time

RUSH

- ☒ Certified Copy
- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ ARTICLES ONLY
- ☐ ALL CHARTER DOCS

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/QUALIFICATION	
☐	Foreign
☒	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

Ordered By: _____

Date: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 26 PM 2:48

mk
5/26/98

CERTIFICATE OF LIMITED PARTNERSHIP

OF

STIRLING APARTMENTS II, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of STIRLING APARTMENTS II, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

STIRLING APARTMENTS II, LTD.

2. The office and principal place of business for Partnership currently is:

1130 Washington Avenue, 4th Floor
Miami Beach, Florida 33139

3. The name and address of the agent for service of process on the Partnership is:

Francisco Rojo
c/o STIRLING APARTMENTS II, INC.
1130 Washington Avenue, 4th Floor
Miami Beach, Florida 33139

4. The name and address of the sole General Partner of the Partnership is:

STIRLING APARTMENTS II, INC.
1130 Washington Avenue, 4th Floor
Miami Beach, Florida 33139

5. The mailing address of the Partnership is:

1130 Washington Avenue, 4th Floor
Miami Beach, Florida 33139

6. The latest date upon which the Partnership shall dissolve is December 31, 2048.

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DIVISION OF CORPORATIONS
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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: May 19, 1998

STIRLING APARTMENTS II, INC.
a Florida corporation,
as General Partner

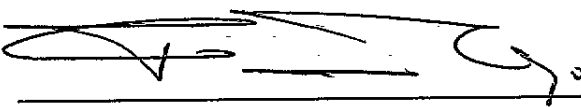
By: 
Francisco Rojo
Its: Vice President

FILED
STATE
SECRETARY OF CORPORATIONS
MAY 26 PM 2:18 '98

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Francisco Rojo hereby accepts his appointment as registered agent for STIRLING APARTMENTS II, LTD., a Florida limited partnership, and states that he is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: May 19, 1998


Francisco Rojo

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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98 MAY 26 PM 2:48

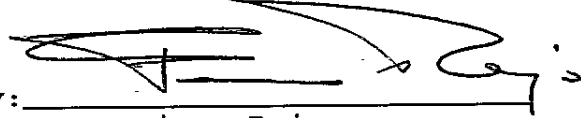
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Francisco Rojo as Vice President of STIRLING APARTMENTS II, INC., a Florida corporation, as sole General Partner of STIRLING APARTMENTS II, LTD., a Florida limited partnership (the "Partnership"), who states as follows:

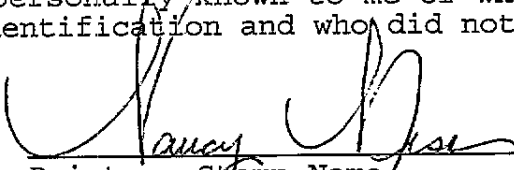
1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.90.

2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

STIRLING APARTMENTS II, INC.,
a Florida corporation,
as General Partner

By: 
Francisco Rojo
Its: Vice President

The foregoing instrument was acknowledged before me this 19th day of May, 1998 by Francisco Rojo, as Vice President of STIRLING APARTMENTS II, INC., a Florida corporation, as General Partner of STIRLING APARTMENTS II, LTD., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Print or Stamp Name
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

NANCY MESA
My Commission CC380597
Expires Jun. 08, 1998
Bonded by HAI
800-422-1555

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