

Secretary Name _____
 Address _____
 City/State/Zip _____ Phone # _____

A99000001198

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Florida Shelf Project #38 Limited Partnership
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 SECRETARY OF CORPORATIONS
 DIVISION OF CORPORATIONS
 99 JUL 22 AM 11:49

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

4

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-------------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input checked="" type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 -07/22/99--01034--015
 ***140.00 ***140.00

BKC 7/22/99

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

CERTIFICATE OF LIMITED PARTNERSHIP
OF
FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP

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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP.
2. The business address and the mailing address of the limited partnership is:
c/o Hearthstone, 16133 Ventura Boulevard, Suite 1400, Encino, California 91436.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Mr. James K. Griffin, Jr.

4. The Florida street address for the registered agent is:

Victoria Park Center
1401 East Broward Boulevard, Suite 302
Ft. Lauderdale, FL 33301-2116.

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP, at the place designated in this Certificate of Limited Partnership of FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

MR. JAMES K. GRIFFIN, JR.,
Registered Agent



Dated: July 13, 1999

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6. The name and business address of the general partner is as follows:

FL MSII/SEPII GP, L.C.
16133 Ventura Boulevard, Suite 1400
Encino, California 91436

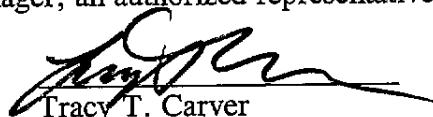
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7. The latest date upon which the limited partnership is to dissolve is July 13, 2049.

IN WITNESS WHEREOF, the undersigned, being the sole General Partner, has executed the foregoing Certificate of Limited Partnership on the 13th day of July, 1999 in accordance with §620.114 of the Florida Statutes.

FL MSII/SEPII GP, L.C.,
a Florida limited liability company
General Partner

By: Hearthstone,
a California corporation
Manager, an authorized representative

By: 
Tracy T. Carver
Senior Vice President

AFFIDAVIT

THE UNDERSIGNED, constituting the sole General Partner of FLORIDA SHELF PROJECT #38 LIMITED PARTNERSHIP, a Florida limited partnership, hereby certifies as follows:


1. The amount of capital contribution to date of the limited partners is: \$100.00.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

FL MSII/SEPII GP, L.C.,
a Florida limited liability company
General Partner

By: Hearthstone,
a California corporation
Manager, an authorized representative

By: 
Tracy T. Carver
Senior Vice President

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