1201 HAYS STREET 800-342-8086 TALLAHASSIT, IL 12101

> REFERENCE : 801619 4380196

AUTHORIZATION :

COST LIMIT : \$ 337.50

ORDER DATE : January 12, 1996

ORDER TIME : 2:54 PM

ORDER NO. # 801619

CUSTOMER NO:

4380196

CUSTOMER: Ms. Deborah Holstedt

HEARTHSTONE ADVISORS

1500 Sansome Street

San Francisco, CA 94111

DOMESTIC FILING

NAME:

FLORIDA SHELF #4 GP, L.C.

XXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JAN 1 6 1996

JAN 12 FH 3

DIVISION OF CORPORATION

000001688940

96 JAN 12 AN 8: 01
SECRETARY OF STATE
TALLAMASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF FLORIDA SHELF #4 GP. LC.

ARTICLE 1 - L'ame

The name of the Limited Liability Company is FLORIDA SHELF #4 GP, L.C. (the "Company").

ARTICLE N - Address

The mailing address and street address of the principal office of the Company is 7380 Sand Lake Road, Suite 580, Orlando, Florida 32819.

ARTICLE In - Duration

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filling these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vota of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Hearthstone Advisors, Inc. 16830 Ventura Boulevard Suite 352 Encino, CA 91438

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

ARTICLE VI - Registered Agent and Office

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Coinpany.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA SHELF #4 GP, L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes \$608.415 or \$608.507.

CORPORATION SERVICE COMPANY, Registered Agent

ts:agén+

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF #4 GP, L.C. deposes and says:

- the above named Company has at least two members;
- 2. The total amount of cash contributed by the members is \$ $\frac{200.00}{}$
- 3. If any, the agreed value of property other than cash contributed by members is: $\frac{1}{2}$ \frac
- the total amount of cash or property anticipated to be contributed by members is
 \$\frac{1.00.00}{.00}\$. This total includes amount from 2 and 3 above.

Signature of a member or subfortzed representative of a member

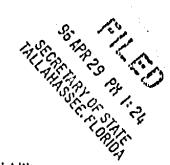
In accordance with \$608.408(3), Plottice Steamer, the execution of this affident constitutes an affirmation under penalties of perjuty that the facts stand herein are true.)

96 JAN 12 AN 8: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sundale. Reques	Research assor		752
POBOX 11	Address		
Tall FL	32302	き11.10 -0570 ※※※	100710135113 379601036003 157.50 ****157.50
City/State/Zip Phone #		Office Us	e Only
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):			
1. Florida Shelf #4 GP L.C FIRST			
(Corporation Name) (Document #)			
(Corporation Name) (Document #)			
4. (Corporation Name) (Document #)			
Walk in Pick up time Certified Copy (2 certified)			
Mail out Will wait Photocopy Certificate of Status Thank			
NEW FILINGS	AMENDMENTS		~300
Profit VonProfit	Amendment Name Chan Resignation of R.A., Officer/ Direct	geto L.C.	C7
Limited Liability	Change of Registered Agent		151AIC 96
Domestication	Dissolution/Withdrawal		## 29 ## 29
Other	Метдет		(전) 29
OTHER FILINGS	REGISTRATION/		TVIEE 3 /IIII: 22
Annual Report	REGISTRATION/ QUALIFICATION		
Fictitious Name	Foreign		
Name Reservation	Limited Partnership		******
	Reinstatement		
	Trademark		
L_	Other		

Examiner's Initials

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF FLORIDA SHELF #4 GP, L.C.



Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

- 1. The name of this company is FLORIDA SHELF #4 GP, L.C. (hereinafter called the "Company").
 - 2. The Articles of Organization of the Company were filed on January 12, 1996.
- 3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:

ARTICLE I - Name

The name of the Limited Liability Company is "STERLING PARK-DELTONA GP, L.C."

- 4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
- 5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate of Amendment, this 25th day of April, 1996.

HEARTHSTONE ADVISORS, INC., a California corporation
Manager, an authorized representative

Tracy P. Carver Senior Vice President