



STERLING FINANCIAL CORPORATION
REAL ESTATE FINANCE, INVESTMENT & MANAGEMENT

209 Phipps Plaza
Palm Beach, Florida 33480
(561) 835-1810
(561) 833-4118 (Facsimile)
www.sterlingun.com

A0000000/244

July 27, 2000

Via Airborne Express

Florida Department of State
409 East Gaines Street
P.O. Box 1500
Tallahassee, FL 32399

Re: Sterling-Lake Mary, Ltd., a Florida limited partnership

Dear Madam or Sir :

Enclosed please find the original and one copy of the Certificate of Limited Partnership of Sterling-Lake Mary, Ltd. for filing with your office. Also enclosed is a check made payable to the Florida department of State in the amount of \$140.00 for the necessary filing fees as follows:

Filing Fee	\$ 52.50
Certified Copy	52.50
Resident Agent Fee	<u>35.00</u>
	\$140.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon your filing of same, please furnish the certified copy to our office in the self-addressed, Federal Express envelope which is enclosed for this purpose.

Thank you for your assistance in this matter and should you have any questions, please contact the undersigned at the telephone number listed above.

Sincerely,

Christine M. Hooker

Christine M. Hooker
Legal Coordinator

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-07/31/00--01004--012
****140.00 ****140.00

Enclosures

96

CERTIFICATE OF LIMITED PARTNERSHIP
OF
STERLING-LAKE MARY, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida this Certificate of Limited partnership for STERLING-LAKE MARY, LTD. (hereinafter the "Partnership"), for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the Partnership shall be STERLING-LAKE MARY, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Partnership shall be located at 209 Phipps Plaza, Palm Beach, Florida 33408, or at such other place or places as the sole General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The name and address of the registered agent of the Partnership for service of process shall be Brian D. Kosoy, 209 Phipps Plaza, Palm Beach, Florida 33480.

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.
The name and address of the sole general partner of the Partnership are STERLING-LAKE MARY, INC., 209 Phipps Plaza, Palm Beach, Florida 33480. *P000000 73095*

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing Address of the Partnership is 209 Phipps Plaza, Palm Beach, Florida 33480.


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TALLAHASSEE, FLORIDA

6. TERM The Partnership shall be dissolved on August 1, 2000 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 27 day of July, 2000.

SOLE GENERAL PARTNER:

STERLING-LAKE MARY, INC.,
a Florida corporation



By: _____
Brian D. Kosoy
As its: President

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NOTARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of STERLING-LAKE MARY, LTD. are \$100.00. The anticipated amount of additional capital contributions of the Limited Partners is \$1,000.00.

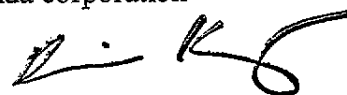
FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 27th day of July, 2000.

SOLE GENERAL PARTNER:

STERLING-LAKE MARY, INC.,
A Florida corporation



By: _____

Brian D. Kosoy

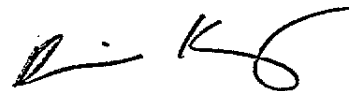
As its: President

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, BRIAN D. KOSOY, accepts his designation as Registered Agent for STERLING-LAKE MARY, LTD., and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 27th day of July, 2000.



Brian D. Kosoy
Registered Agent

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TALLAHASSEE, FLORIDA