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(((H02000180130 5)))

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FLORIDA LIMITED PARTNERSHIP

Sierra Bay Associates, Ltd.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

SIERRA BAY ASSOCIATES, LTD.

1. Name of the Limited Partnership: Sierra Bay Associates, Ltd.
2. Principal and mailing address of the Limited Partnership: 2121 Ponce de Leon Boulevard, PH, Coral Gables, Florida 33134.
3. Name and address of the Registered Agent for Services of Process: Registered Agents of Florida, LLC, 100 Southeast Second Street, Suite 3500, Miami, Florida 33131.
4. Having been named as registered agent to accept service of process for the above stated limited partnership at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

REGISTERED AGENTS OF FLORIDA, LLC

By: _____

Howard J. Vogel, Vice President

5. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2052.
6. Name and Address of the General Partner: Cornerstone Bonita Pointe, L.L.C., 2121 Ponce de Leon Boulevard, PH2, Coral Gables, Florida 33134.

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

Signed this 30th day of August 2002.

CORNERSTONE SIERRA BAY, L.L.C., a Florida
limited liability company, its sole general partner

JL HOLDING CORP., as member

By: _____

Jorge Lopez, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting the sole general partner of Sierra Bay Associates, Ltd., a Florida Limited Partnership, certifies as follows:

The amount of capital contributions to date of the limited partnership is \$1,000.

The total amount contributed and anticipated to be contributed by the limited partners at this time is \$1,000.

Dated: This 4th day of August 2002

FURTHER AFFIANT SAYETH NOT.

Under the 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.

CORNERSTONE SIERRA BAY, L.L.C., a Florida
limited liability company, its sole general partner

JL HOLDING CORP., as member

By: 
Jorge Lopez, President

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