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Stirling Cove, Ltd.

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M. Thomas MAR 28 2008

**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

STIRLING COVE, LTD.

Pursuant to the authority of Section 620.1201, Florida Statutes, the undersigned, constituting the sole general partner of STIRLING COVE, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be STIRLING COVE, LTD. (the "Partnership").
2. The address of the initial office where records shall be kept shall be 329 North Park Avenue, Suite 300, Winter Park, Florida 32789. The name and address of the initial registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801.
3. The name and initial business address of the General Partner is:

 STIRLING COVE I MANAGERS, L.L.C., a Florida limited liability company
 329 North Park Avenue, Suite 300
 Winter Park, Florida 32789
4. The initial mailing address of the limited partnership is P.O. Box 4961, Orlando, Florida 32802.
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2068.
6. The Partnership hereby elects not to be a limited liability limited partnership.

This Certificate has been executed by the undersigned as of the 14th day of March, 2008.

GENERAL PARTNER:

STIRLING COVE I MANAGERS, L.L.C., a
Florida limited liability company

By: _____

Paul M. Missigman, Manager

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ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for STIRLING COVE, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with and accepts its statutory obligations as such.

**B&C CORPORATE SERVICES OF CENTRAL
FLORIDA, INC.,** a Florida corporation

By: 
Janice C. Myers, Vice President

Dated this 26th day of March, 2008.

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