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Division of Corporations

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Fax Number : (850) 617-6383

From:

Account Name : BERMAN, RENNERT, VOGEL & MANDLER, P.A.

Account Number : 076103002011

Phone : (305) 577-4177

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Sierra Bay II Associates, Ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF**

SIERRA BAY II ASSOCIATES, LTD.

1. Name of the Limited Partnership: Sierra Bay II 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 2900, 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: Charles J. Rennert
Charles J. Rennert, Vice President

5. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2058.
6. Name and Address of the General Partner: Cornerstone Sierra Bay II, L.L.C., 2121 Ponce de Leon Boulevard, PH, Coral Gables, Florida 33134.

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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 27 day of March, 2008.

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

By: Leon J. Wolfe
Leon J. Wolfe, Vice President

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