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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FOWLER, WHITE, BURNETT, ET AL
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((H95000005736))

DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP

NAME: STERLING OXFORD LIMITED PARTNERSHIP

FAX AUDIT NUMBER: H95000005736

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/23/1995

TIME REQUESTED: 10:48:33

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FLORIDA
STATE
DIVISION OF CORPORATIONS
95 MAY 23 PM 1:11

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**CERTIFICATE OF LIMITED PARTNERSHIP OF
STERLING OXFORD LIMITED PARTNERSHIP
a Florida limited partnership**

Audit No. H95000005736

Audit No. 1125000005736

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been signed by the general Partner of Sterling Oxford Limited Partnership this 22nd day of May, 1995.

General Partner:

Sterling IV Florida, Inc.

By: *[Signature]*
A. David Kosoy, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Sterling Oxford Limited Partnership, a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By: *[Signature]*
A. David Kosoy

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STATE OF FLORIDA

COUNTY OF PALM BEACH

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned personally appeared A. David Kosoy, President of Sterling IV Florida, Inc., a Florida corporation, constituting the general partner of Sterling Oxford Limited Partnership, a Florida limited partnership, hereinafter referred to as the "Partnership," having an office at 303 Royal Poinciana Plaza, Palm Beach, Florida 33480, who upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by each limited partner are as follows:

A. David Kosoy, as Trustee	\$225,400.00
Oxford Mall Investment Inc.,	
a Delaware corporation	<u>230,000.00</u>
Total	\$455,400.00

2. The amount of additional capital contributions anticipated to be contributed by each limited partner are as follows:

None

FURTHER AFFIANT SAYETH NOT.

Under 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.

GENERAL PARTNER

STERLING IV FLORIDA, INC.,
a Florida corporation

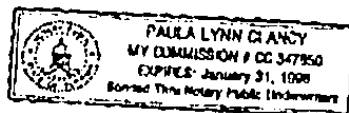
By: A. David Kosoy
A. David Kosoy, President

DATE: May 22, 1995

SWORN TO AND SUBSCRIBED before me this 22 day of May, 1995, by A. David Kosoy, who is personally known to me.

Paula Lynn Gandy
NOTARY PUBLIC, State of Florida

My Commission expires:



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