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PUBLIC ACCESS SYSTEM

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STATE OF FLORIDA

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409 EAST GAINES STREET

ORLANDO FL 32801- 1-0000

TALLAHASSEE, FL 32399

CONTACT: PATTIE M CALLAHAN

FAX: (904) 922-4000

PHONE: (407) 843-4600

FAX: (407) 423-4495

(((H96000002181))) DOCUMENT TYPE: FLORIDA LIMITED PARTNERSHIP
NAME: STERLING PALMS, LTD.

FAX AUDIT NUMBER: H96000002181

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/14/1996

TIME REQUESTED: 13:53:24

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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214



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 15, 1996

LOWNDERS, BROSDICK, DOSTER, KANTOR & REED
ATTN: PATTIE M. CALLAHAN
215 NORTH ZOLA DR., P. O. BOX 2809
ORLANDO, FL 32802-2809

SUBJECT: STERLING PALMS, LTD.
REF: W96000003518

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 620.108, Florida Statutes, requires the affidavit include the amount of capital contributions of the limited partners and the amount anticipated to be contributed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6967.

Kenny Manning
Corporate Specialist

FAX Aud. #: H96000002181
Letter Number: 996A00006696

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1

**LOWNDES
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KANTOR &
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215 North Bala Drive
Post Office Box 2809
Orlando, Florida 32802-2809
Telephone (407) 843-4600
Telecopier (407) 423-4495

Attorneys at Law

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DATE: February 15, 1996

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FROM: PATTIE M. CALLAHAN, LEGAL ASSISTANT TO James Ballerta

TELECOPIER NO: (407) 423-4495 TELEPHONE NO: (407) 843-4600

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Thank you,

GINA NEAL

CLIENT NO: 039090
STERLING PALMS, LTD./FORM

MATTER NO: 47445
ATTY NO: 39

H96000002181

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96 FEB 14 AM 11:37

CERTIFICATE OF LIMITED PARTNERSHIP SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes, acknowledges and files with the Secretary of State of the State of Florida, this Certificate of Limited 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 PALMS, LTD.**

2. **LOCATION OF PRINCIPAL PLACE OF BUSINESS.** The principal place of business of the partnership shall be located at 223 Wilmington West Chester Pike, Chadds Ford, Pennsylvania 19317 or at such other place or places as the General Partners shall from time to time determine.

3. **NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.**

James Balletta, Esquire
215 North Hole Drive
Orlando, Florida 32801

4. **NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.**

Sterling Palms, Inc. - P96000010865
223 Wilmington West Chester Pike
Chadds Ford, Pennsylvania 19317

5. **MAILING ADDRESS OF THE LIMITED PARTNERSHIP.**

Post Office Box 467
Concordville, Pennsylvania 19331

2304971CALLANPM

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This document was prepared by:

James Balletta, Esq.Florida Bar Number: 443050

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.

P. O. Box 2809

Orlando, Florida 32802-2809

(407) 843-4600

H96000002101

6. **TERM.** The partnership shall be dissolved on March 1, 2036 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 13th day of February, 1996.

GENERAL PARTNER

STERLING PALMS, INC., a Florida
corporationBy: [Signature]
Thomas V. Spano, PresidentSTATE OF Pa
COUNTY OF Alle

BEFORE ME, the undersigned authority, personally appeared Thomas V. Spano, President of Sterling Palms, Inc., General Partner of Sterling Palms, Ltd., known to me to be the person who executed the foregoing Certificate of Limited Partnership and who acknowledged before me that he executed the Certificate of Limited Partnership for the purposes therein stated. In witness whereof, I have hereunto set my hand and seal this 13 day of February, 1996. He is personally known to me.

I Sworn to and subscribed before me
this 13 day of Feb, 1996

Donna A. Franzini
Notary PublicMy Commission Expires: 5/10/99

NOTARIAL SEAL
DONNA A. FRANZINI, Notary Public
Birmingham Twp., Delaware County
My Commission Expires May 10, 1999

H96000002181

AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned, after first being duly sworn, deposes and says that the capital contributions of the Limited Partners of STERLING PALMS, LTD. are \$990.00. The anticipated amount of additional contributions at this time is \$0.

Under certain circumstances the Limited Partners may be required in the future to make additional capital contributions to the Partnership.

SWORN AND SUBSCRIBED as of the 13th day of February, 1996.

Sworn and subscribed to
before me by Thomas V. Spano,
President of Sterling Palms,
Inc., General Partner of
Sterling Palms, Ltd.
this 13 day of February,
1996. He is personally
known to me.

Donna A. Franzini
Notary Public
My Commission Expires: 5/10/99

NOTARIAL SEAL
DONNA A. FRANZINI, Notary Public
Birmingham Twp., Delaware County
My Commission Expires May 10, 1999

GENERAL PARTNER:

STERLING PALMS, INC

By: [Signature]
Thomas V. Spano, President

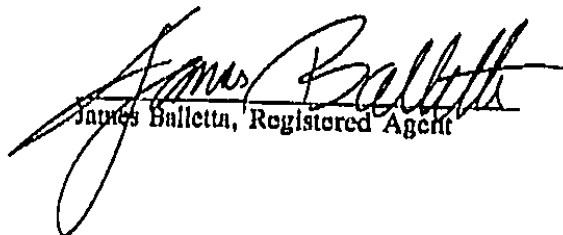
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, acceptⁿ his designation as Registered Agent for STERLING PALMS, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

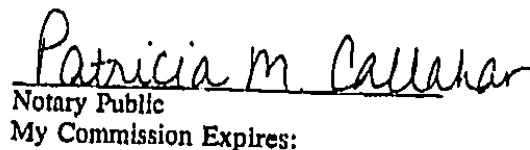
EXECUTED this 13th day of February, 1996.


James Balletta, Registered Agent

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared James Balletta known to me to be the person who executed the foregoing Acceptance of Registered Agent. He is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of February, 1996.


Notary Public
My Commission Expires:



PATRICIA M. CALLAHAN
MY COMMISSION # 00179064 EXPIRES
March 17, 1998
POWER TRUST TRAVEL INSURANCE, INC.