

CAPITAL CONNECTION, INC.

117 E. Virginia St., Suite 112, Dayton, OH 45402-2301

Mailing Address: P.O. Box 10049, Tallahassee, FL 32302

TEL: (904) 231-1000

FAX: (904) 231-1002

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority Regular
 One Day Service Two Day Service

To us via Return via

Matter No Express Mail No

State Fee \$ Our \$

7/26/96
 TAX _____
 FILING 1750.00
 R. AGENT FEE 35.00
 C. COPY 52.50
 TOTAL 1837.50
 N. BANK _____
 BALANCE DUE _____
 OFFUND _____

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

CK No.

BY

WALK-IN
Will Pick Up

G.C. FEE DISBURSED

Capital Express™

Art of Inc. File

Corp. Record Branch

✓ Ltd. Partnership File

Foreign Corp. File

✓ () Cert. Copy(s)

Art of Amend. File

Dissolution/Withdrawal

C.U.B.

Fictitious Name File

Name Reservation

Annual Report/Restatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s. Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prep

FAX () pgs

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

CERTIFICATE OF LIMITED
PARTNERSHIP OF
STERLING LAKE HOWELL LIMITED PARTNERSHIP

The undersigned desiring to form a limited partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. Name of Limited Partnership. The name of the limited partnership is:

Sterling Lake Howell Limited Partnership
(the "Partnership")
2. Address of the Partnership. The office address of the Partnership is located at:

209 Phipps Plaza
Palm Beach, Florida 33480
3. Registered Agent and Office. The name and address of the registered agent of the Partnership for service of process pursuant to Section 620.105, Florida Statutes, are:

Sterling V Florida, Inc.
209 Phipps Plaza
Palm Beach, Florida 33480
4. Name and Address of the General Partner. The name and address of the sole general partner of the Partnership are:

Sterling V Florida, Inc.
209 Phipps Plaza
Palm Beach, Florida 33480
5. Mailing Address of the Partnership. The mailing address of the Partnership is:

209 Phipps Plaza
Palm Beach, Florida 33480
6. Effective Date of Limited Partnership. The effective date of the Partnership shall be the date it is filed with the Secretary of State of Florida.
7. Dissolution of the Partnership. The latest date upon which the Partnership is to dissolve is 2026.

The execution of this Certificate of Limited Partnership by the undersigned sole General Partner of the Partnership constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership this 18 day of June, 1996

Sterling V Florida, Inc., a Florida corporation, Solo General Partner

By

Marc S. Zimmerman
Marc S. Zimmerman, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP, AT THE PLACE DESIGNATED IN NUMBER 3 OF THIS CERTIFICATE OF LIMITED PARTNERSHIP, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 18 day of June, 1996.

STERLING V FLORIDA, INC.

By

Marc S. Zimmerman
Marc S. Zimmerman, Vice President

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned, Marc S. Zimmerman, Vice President of Sterling V Florida, Inc., a Florida corporation, the sole general partner of Sterling Lake Howell Limited Partnership, a Florida limited partnership (the "Partnership"), certifies the following:

- 1 The amount of capital contributions to the Partnership made by the limited partners is \$0
- 2 The amount anticipated to be contributed by the limited partners is \$990,000.00.

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.

Dated: June LS, 1996

Sole General Partner:

STERLING V FLORIDA, INC.,
a Florida corporation

By

Marc S. Zimmerman
Marc S. Zimmerman, Vice President