

05/13/98 WED 11:30 FAX 1 407 423 4495

LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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((H98000008999 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: STERLING-WORTHINGTON, LTD.

13

AUDIT NUMBER.....H98000008999

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 4

CERT. COPIES.....1 DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ATTORNEY: 424

CLIENT: 124045

MATTER: 57276

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,
May 13, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

KAREN L. DIDEA
Direct Dial: 407/418-6462

DIVISION OF CORPORATIONS

98 MAY 13 PM 12:47

RECEIVED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY 13 AM 10:18

FILED

CM

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
STERLING-WORTHINGTON, LTD.

FILED
98 MAY 13 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby makes and files with the Secretary of State of the State of Florida this Certificate of Limited Partnership for STERLING-WORTHINGTON, LTD. (hereinafter the "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-WORTHINGTON, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the Partnership shall be located at 209 Phipps Plaza, Palm Beach, Florida 33408, or at such other place or places as the sole General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS. The name and address of the registered agent of the Partnership for service of process shall be Kenneth R. Artin, 215 North Eola Drive, Orlando, Florida 32801.

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER. The name and address of the sole general partner of the Partnership are STERLING WORTHINGTON, INC., 209 Phipps Plaza, Palm Beach, Florida 33480.

5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP. The mailing address of the Partnership is 209 Phipps Plaza, Palm Beach, Florida 33480.

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6. TERM. The partnership shall be dissolved on May 6, 2028 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the Partnership.

EXECUTED this 6 day of May, 1998.

SOLE GENERAL PARTNER:

STERLING-WORTHINGTON, INC.,
a Florida corporation

By: *[Signature]*
Dennis Boarlier
As its: Vice President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of STERLING-WORTHINGTON, LTD. are \$99,000.00. The anticipated amount of additional capital contributions of the Limited Partners is none.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 6 day of May, 1998.

SOLE GENERAL PARTNER

STERLING-WORTHINGTON, INC.
a Florida corporation

By: *DN Beau*
Dennis Beaudet
As its: Vice President

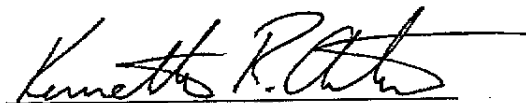
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ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, KENNETH R. ARTIN, accepts his designation as Registered Agent for STERLING-WORTHINGTON, 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 13 day of May, 1998.



Kenneth R. Artin
Registered Agent

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