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FLORIDA DIVISION OF CORPORATIONS

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FROM: BERMAN WOLFE & RENNERT, P.A.
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ
PHONE: (305) 577-4166
(305) 373-6036

FAX #:

NAME: SUNSET LANDING ASSOCIATES, LTD.

AUDIT NUMBER.....H98000019923

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..1 PAGES..... 3

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
SUNSET LANDING ASSOCIATES, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act hereby adopts the following certificate for such Limited Partnership:

1. **NAME.** The name of the Limited Partnership is:

SUNSET LANDING ASSOCIATES, LTD.

2. (a) **BUSINESS ADDRESS.** The address of the office of the Partnership at which place the records shall be maintained is:

**2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134**

- (b) **REGISTERED AGENT.** The name and address of the Partnership's agent for service of process is:

**Leon J. Wolfe, Esq.
c/o Berman Wolfe & Rennert, P.A.
NationsBank Tower At International Place
100 Southeast Second Street, Suite 3500
Miami, FL 33131-2130**

3. **GENERAL PARTNERS.** The names and addresses of the General Partner is:

**Cornerstone Sunset Landing, Inc., a Florida corporation
2121 Ponce de Leon Boulevard
Suite PH2
Coral Gables, Florida 33134**

998-91484

Prepared By:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, #3500
Miami, Florida 33131-2130
Telephone: (305) 577-4167

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4. **MAILING ADDRESS.** The mailing address for the Limited Partnership is:

c/o The Cornerstone Group
2121 Ponce de Leon Boulevard, Suite PH2
Coral Gables, Florida 33134

5. **DISSOLUTION DATE.** The term of the Partnership shall commence on the date of filing of this Certificate with the Secretary of State of Florida and shall continue until December 31, 2048, unless sooner terminated as provided in the Articles of Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned General Partners have hereunto executed this Certificate as of the 27th day of October, 1998.

GENERAL PARTNER:

[CORPORATE SEAL]

Cornerstone Sunset Landing, Inc.,
a Florida corporation

By: 
Jorge Lopez, Vice President

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by Jorge Lopez, as Vice President, of Cornerstone Sunset Landing, Inc., a Florida corporation, on behalf of the corporation, and who is personally known to me.

-My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA

OFFICIAL NOTARY SEAL
DEBORAH J. ARNEOUS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 00127663
MY COMMISSION EXPIRES 10/19/1999

FAX AUDIT NO. H98000019923

Having been named to accept service of process for the above stated Limited Partnership, at the place designated in this Certificate of Limited Partnership, I hereby act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



LEON J. WOLFE
Registered Agent
Dated: October 27, 1998

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared **Jorge Lopez**, as Vice President of **Cornerstone Sunset Landing, Inc.**, a Florida corporation (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized officer of **Cornerstone Group Development Corporation**, a Florida corporation (the "Corporation").

2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act under the name **SUNSET LANDING ASSOCIATES, LTD.**

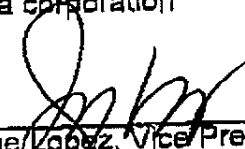
3. The amount of capital contributions to date of the limited partners is **\$100.00.**

4. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$100.00.**

5. The Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contents.

FURTHER AFFIANT SAYETH NAUGHT.

Cornerstone Sunset Landing, Inc.,
a Florida corporation

By: 
Jorge Lopez, Vice President

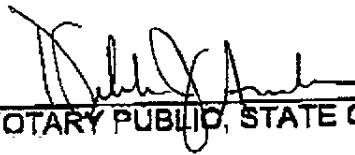
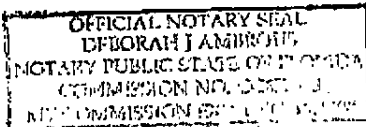
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FAX AUDIT NO. H98000019923

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 27th day of October, 1998, by **Jorge Lopez, as Vice President, of Cornerstone Sunset Landing, Inc.**, a Florida corporation, on behalf of the corporation, and who is personally known to me.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA

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