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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.
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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

Sterling Royal Oaks Limited Partnership

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Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$140.00

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
STERLING ROYAL OAKS LIMITED PARTNERSHIP**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Sterling Royal Oaks Limited Partnership (the "Partnership").
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 209 Phipps Plaza, Palm Beach, Florida 33480.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is A. David Kosoy at 209 Phipps Plaza, Palm Beach, Florida 33480.
4. The name and business address of the General Partner of the Partnership is as follows:

<u>GENERAL PARTNER</u>	<u>BUSINESS ADDRESS</u>
Sterling X Florida, Inc. 999000021398	209 Phipps Plaza Palm Beach, Florida 33480
5. A mailing address for the Partnership is 209 Phipps Plaza, Palm Beach, Florida 33480.

Prepared by: Marvin S. Rosen, Esq., FL Bar #394660
Ruden McClosky, Et al.
222 Lakeview Avenue, Suite 800
West Palm Beach, Florida 33401
(561) 838-4500

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6. The latest date upon which the Partnership is to dissolve is December 31, 2029, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Sterling Royal Oaks Limited Partnership, this 8th day of March, 1999, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

STERLING X FLORIDA, INC.

By: Marvin S. Rosen
Marvin S. Rosen, Incorporator

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Prepared by: Marvin S. Rosen, Esq., FL Bar #394660
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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Sterling Royal Oaks Limited Partnership, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED this 6th day of March, 1999.
A David Kosoy, Registered Agent

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
STERLING ROYAL OAKS LIMITED PARTNERSHIP**

The undersigned, being the General Partner of Sterling Royal Oaks Limited Partnership (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$1,000.00. Additional capital contributions are anticipated to be made by the limited partner.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFLIANT SAYETH NOT.

Under the 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 X FLORIDA, INC.

By: Marvin S. Rosen
Marvin S. Rosen, Incorporator

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