

Secretary: STEARNS WEAVER
 Division of Corporations
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FLORIDA LIMITED PARTNERSHIP
 W/B Waterbridge Downs, Ltd.

Certificate of Status	1
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MEMORANDUM

TO: Florida Department of State
FROM: Jackie Gerstenfeld
RE: W/B Waterbridge Downs, Ltd.
DATE: December 3, 2002

The Articles of Organization of W/B Waterbridge Downs GP, LLC, the general partner of the above-referenced limited partnership, were filed contemporaneously herewith.

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

W/B WATERBRIDGE DOWNS, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B WATERBRIDGE DOWNS, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

- 1. The name of the Limited Partnership is:

W/B WATERBRIDGE DOWNS, LTD.

- 2. The office and principal place of business for the Partnership currently is:

2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133

- 3. The name and address of the agent for service of process on the Partnership are:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
c/o Richard E. Schatz
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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- 4. The name and address of the sole General Partner of the Partnership are:

W/B Waterbridge Downs GP, LLC
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133

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- 5. The mailing address of the Partnership is:

2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133

- 6. The latest date upon which the Partnership shall dissolve is December 31, 2052.

Filed by: J. Garbanfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Tel: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: November 26, 2002

W/B WATERBRIDGE DOWNS GP, LLC,
as sole General partner

By: 
Warren P. Weiser, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., hereby accepts its appointment as registered agent for WB Waterbridge Downs, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: November 7, 2002

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

By: 
Richard E. Schatz, for the Firm

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Warren P. Weiser, as President of W/B Waterbridge Downs GP, LLC, a Florida limited liability company, as sole General Partner of W/B Waterbridge Downs, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99,000.
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

W/B WATERBRIDGE DOWNS GP, LLC,
as sole General partner

By: *Warren P. Weiser*
Warren P. Weiser, President

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The foregoing instrument was acknowledged before me this 26 day of November 2002, by Warren P. Weiser, as President of W/B Waterbridge Downs GP, LLC, a Florida limited liability company, as sole General Partner of W/B Waterbridge Downs, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

Vivianne Amador

Print or Stamp Name:
Notary Public, State of Florida at Large
Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
VIVIANNE AMADOR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD110014
MY COMMISSION EXP. OCT. 28, 2006