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FLORIDA LIMITED PARTNERSHIP

WPB LAND, LTD.

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|-----------------------|------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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TC
\$15,840,000.00

Fax Audit No. H05000080191

CERTIFICATE OF LIMITED PARTNERSHIP

OF

WPB LAND, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is **WPB LAND, LTD.**

2. Registered Office.

The registered office of the Partnership in the State of Florida is **White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.**

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is **K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.**

4. General Partner.

The name and business address of the General Partner is as follows:

**WPB ACQUISITION GP, LLC
c/o 200 S. Biscayne Boulevard, Suite 4900
Miami, FL 33131** *LOS - 29890*

5. Mailing Address.

The mailing address of the Partnership is **c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.**

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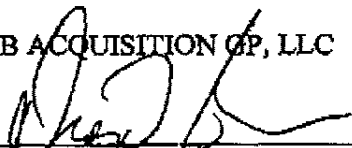
6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 31 day of March, 2005.

GENERAL PARTNER

WPB ACQUISITION GP, LLC

By: 
Diana Ibarra, President

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

WPB LAND, LTD. desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suites 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

WPB ACQUISITION GP, LLC
General Partner

By: 
Diana Ibarria, President

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Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Diana Ibarria, President of WPB ACQUISITION GP, LLC, a Florida limited liability company, constituting the sole general partner of WPB LAND, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$15,840,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$15,840,000.00.

This 31 day of March, 2005.

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.

GENERAL PARTNER:

WPB ACQUISITION GP, LLC

By: 
Diana Ibarria, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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