

A95000001043

901-222-0171
901-222-0193 FAX
800-321-1080

RECEIVED

95 JUL 12 AM 10:41

DIVISION OF CORPORATION



ACCOUNT NO. : 072100000032

REFERENCE : 638200 *Patricia 4134E*

AUTHORIZATION :

COST LIMIT : \$ 140.00

ORDER DATE : July 12, 1995

ORDER TIME : 9:54 AM

500001535645

ORDER NO. : 638200

CUSTOMER NO: 4134E

CUSTOMER: Jeffrey Deutch, Esq
BROAD AND CASSEL

Corporate Center 3rd Floor
7777 Glades Road
Boca Raton, FL 33434

DOMESTIC FILING

NAME: WMC PARTNERS, LTD.

ARTICLES OF INCORPORATION
XXX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

FILED
1995 JUL 12 PM 1:11
TALLAHASSEE, FLORIDA

7-12-95 aw

CERTIFICATE OF LIMITED PARTNERSHIP
OF
WMC PARTNERS, LTD.
a Florida limited partnership

FILED
1995 JUL 12 PM 1:11
TALLAHASSEE, FLORIDA

A95000001043

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby state the following:

1. The name of the limited partnership is WMC Partners, Ltd. (the "Partnorship").

2. The address of the office of the Partnership is 1900 Glades Road, Suite 400, Boca Raton, Florida 33431.

3. The name and address of the agent for service of process on the Partnership is William Greenfield, 1900 Glades Road, Suite 400, Boca Raton, Florida 33431.

4. The name and business address of each general partner is as follows:

WMC Equity Corp.

1900 Glades Road, Suite 400
Boca Raton, Florida 33431

5. The mailing address of the Partnership is 1900 Glades Road, Suite 400, Boca Raton, Florida 33431.

6. The latest date upon which the Partnership will dissolve is December 31, 2095.


The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by all of the General Partner of WMC Partners, Ltd. this 10th day of July, 1995.

GENERAL PARTNER:

WMC EQUITY CORP., a Florida
corporation

By:


William R. Greenfield
President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of WMC Partners, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.

Executed this 10th day of July, 1995.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

WMC Equity Corp., a Florida corporation

By: William R. Greenfield
President

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1995 JUL 12 PM 1:11
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for WMC Partners, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



William R. Greenfield

FILED
1995 JUL 12 PM 1:11
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra McArthur
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 12 PM 4:37

1. Name of Limited Partnership
WMC PARTNERS, LTD.

1a. DOCUMENT #
A95000001043

Mailing Address
**1900 GLADES ROAD
SUITE 400
BOCA RATON FL 33431**

Principal Office Address
**1900 GLADES ROAD
SUITE 400
BOCA RATON FL 33431**

3. Date of Period of Registration to Do Business in
FLORIDA 07/12/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown on Record
\$100.00

5b. Amount of Capital Contributions in FLORIDA to date
\$422,133.

6. FEI Number
65-0608880

2. New Mailing Address, if Applicable

2a. New Principal Office Address, if Applicable

7. CERTIFICATE OF STATUS REQUIRED
See Additional Fee schedule for a Certificate of Status

8. FEES: 1) Filing Fee - Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2) Supplemental Fee - \$138.75 (pursuant to section 607.103 F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent
**GREENFIELD, WILLIAM
1900 GLADES ROAD
SUITE 400
BOCA RATON FL 33431**

10. If changed, new Registered Agent Office
Name
Street Address (P.O. Box Number is Not Acceptable)
State, Apt. # etc.
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1061 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partners. I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers)	11b. City, State & Zip Code	11c. Registration/Document Number
WMC EQUITY CORP.	1900 GLADES ROAD, STE 400	BOCA RATON FL 33431	P95000053315
			500001719255 -02/20/96--01075--010 ****576.25 ****576.25

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I hereby certify that the information supplied with this filing is a true and correct statement of the facts and is true to the best of my knowledge and belief. I am a general partner of the partnership and I am authorized to execute this statement. I understand that the information contained on this statement will be made available to the public and that the information shall have the same legal effect as if made under oath. I am a general partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 607, Florida Statutes.

SIGNATURE *William R. Greenfield*, Pres of WMC EQUITY CORP DATE 12/29/95
Telephone Number (407) 392-6662

CR2E003 (6/95)

A95000001043

OFFICE USE ONLY (Document #)

(Requestor's Name)

(Address)

(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 FEB 12 PM 4:38

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

800001719268
-02/20/96--01075--011
***1750.00 ***1750.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

F. TAX _____
 FILING _____ 17.50.00
 R. AGENT FEE _____
 C. COPY _____
 FORTL _____ 17.50.00
 N. BANK _____
 BALANCE DUE _____
 3/11/96

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2/12/96

Examiner's Initials SK



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

**SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A
FLORIDA LIMITED PARTNERSHIP**

The undersigned general partners of WMC Partners Ltd., a
Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112,
Florida Statutes.

The total amount of the capital contributions of the limited partners is: \$ 422133.⁰⁰.

This 29 day of January, 19 96.

FURTHER AFFIANT SAYETH NOT.

*Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to
the best of my knowledge and belief.*

General Partner(s)

WMC Equity Corp
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 12 PM 4: 38

FEES:

\$7 per \$1,000 based on the additional contributions
(Minimum \$52.50 - Maximum \$1,750.00)

INHSE20(3/93)

WMC PARTNERS, LTD. FEIN: 65-0608880
SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A LIMITED PARTNERSHIP

The undersigned, constituting all of the general partners of WMC PARTNERS, LTD., a Florida Limited Partnership, executed this supplemental affidavit filed pursuant to section 620.112, Florida Statutes.

The total amount of anticipated capital contributions of the limited partners is \$ 145,500.

This 31st day of December, 1996.

FURTHER AFFIANT SAYETH NOT

Under penalties of perjury we declare that we have read the foregoing and that the facts are true, to the best of our knowledge and belief.

General Partners



Fees: \$7 per \$1,000, based on the
additional contributions
Minimum \$52.50 - Maximum \$1750.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 3:40

Anticipated LP contributions	\$ 445,500.00
Previously reported LP contributions	\$ 422,133.00
Additional contributions	\$ 23,367.00
Additional Fee	\$ 163.57