

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171

000-342-8086

A96000000266



PREMIER
LEGAL & FINANCIAL SERVICES

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 FEB -7 PM 12:38

ACCOUNT NO. : 072100000032

REFERENCE : 835669 4323655

AUTHORIZATION :

80000171100
-02/09/96--01103--003
*****96.25 ****96.25

COST LIMIT : \$ PREPAID

ORDER DATE : February 7, 1996

ORDER TIME : 9:33 AM

ORDER NO. : 835669

CUSTOMER NO: 4323655

CUSTOMER: Jeffrey H. Dean, Esq
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
P. O. Box 3433

Tampa, FL 33601

A. TAX _____
FILING _____
R. AGENCY FEE 35.00
C. COPY COS 8.75
TOTAL 46.25
N. BANK _____
BALANCE DUE _____

RECEIVED
96 FEB -7 AM 10:31
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ECODIVOT, LTD.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CAROL HENSAL

EXAMINER'S INITIALS: _____

2/7/96
BIC

CERTIFICATE OF
LIMITED PARTNERSHIP OF
ECODIVOT, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
99 FEB - 7 PM 12:38
DIVISION OF CORPORATIONS

The undersigned hereby execute and swear to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be ECODIVOT, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606, and the name of the Partnership's agent for service of process at said address is EDWARD R. OELSCHLAEGER.

3. Name and Business Address of the General Partner.

(a) The name and address of the General Partner is as follows:

PA66000010674

<u>Name</u>	<u>Address</u>
Ecoventure WGV, INC.	601 Bayshore Boulevard Suite 960 Tampa, Florida 33606

4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at 601 Bayshore Boulevard, Suite 960, Tampa, Florida 33606.

5. Term. The term for which the Partnership is to exist shall be fifty (50) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for ECODIVOT, LTD.

DATED this 6th day of February, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 7 PH12:39

GENERAL PARTNER:

Ecoventure WGV, INC.,
a Florida corporation

By: [Signature]
Edward R. Oelschlaeger,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 6th day of February, 1996, by EDWARD R. OELSCHLAEGER, as President of Ecoventure WGV, Inc., who is personally known to me or who has produced a valid driver's license as identification and who did take an oath.



Cynthia L. Pullara
MY COMMISSION # CC503682 EXPIRES
November 14, 1999
BONDED THRU TROY FAH INSURANCE, INC.

Cynthia L. Pullara
NOTARY PUBLIC
Name: Cynthia L. Pullara
My Commission Expires: November 14, 1999

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to 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.

[Signature]
EDWARD R. OELSCHLAEGER

3099-099-0290362.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 7 PM 2:39

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, as President of Ecoventure WGV, Inc., the sole general partner of ECODIVOT, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

1. The limited partners have contributed \$1.00 of capital to the Partnership.

2. It is anticipated that an additional \$1.00 in capital contributions shall be contributed by the limited partners in the future.

This 6th day of February, 1996.

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:

Ecoventure WGV, INC.,
a Florida corporation

By: [Signature]
Edward R. Oelschlaeger,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 6th day of February, 1996, by EDWARD R. OELSCHLAEGER, as President of Ecoventure WGV, Inc., who is personally known to me or who has produced a valid driver's license as identification and who did take an oath.



Cynthia L. Pullara
MY COMMISSION # DC500682 EXPIRES
November 14, 1999
BONDED THRU TROY FARM INSURANCE, INC.

Cynthia J. Pullara
NOTARY PUBLIC
Name: Cynthia L. Pullara
My Commission Expires:
November 14, 1999

1201 HAYS STREET
TAMPA, FL 33607
800-342-8086
A9600000266



ACCOUNT NO. : 072100000032
REFERENCE : 083366 4323655
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 61.25

ORDER DATE : September 12, 1996

ORDER TIME : 12:33 PM

ORDER NO. : 083366

CUSTOMER NO: 4323655

800001945958

CUSTOMER: Katherine Russell, Legal Asst
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: ECODIVOT, LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 12 PM 3:14

RECEIVED
96 SEP 12 PM 1:21
DIVISION OF CORPORATION

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF LIMITED PARTNERSHIP OF
ECODIVOT, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 SEP 12 PM 3:14

THE UNDERSIGNED hereby executes and swears to this Certificate of Amendment to the Certificate of Limited Partnership of ECODIVOT, LTD., a Florida limited partnership (the "Partnership"), pursuant to the Florida Revised Uniform Limited Partnership Act (1986), as amended, Florida Statutes § 620.109.

1. Name of Partnership. The name of the Partnership is ECODIVOT, LTD. (Florida Document No. A9600000266).

2. Date of Filing of Certificate of Limited Partnership. The Partnership filed its Certificate of Limited Partnership (the "Certificate") with the Florida Department of State on February 7, 1996.

3. Amendment to the Certificate of Limited Partnership. Paragraph 1 of the Certificate is hereby amended by deleting the current Paragraph 1 in its entirety and substituting the following in lieu thereof:

"1. Name of Partnership. The name of the Partnership shall be ECOVENTURE WGV, LTD."

DATED effective the 22nd day of August, 1996.

GENERAL PARTNER:

ECOVENTURE WGV, INC., a Florida corporation

By: Edward R. Oelschlaeger
Edward R. Oelschlaeger,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

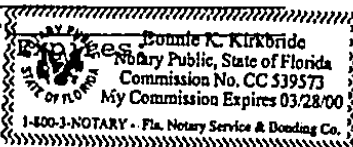
The foregoing instrument was acknowledged before me this 22nd day of August, 1996, by Edward R. Oelschlaeger, as President of ECOVENTURE WGV, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.

Donnie K. Kirkbride
NOTARY PUBLIC

Name:

Commission No.

My Commission Expires



A96 000000266

ANNIS, MITCHELL C. KEY, EDWARD S. ROHN

MICHAEL T. AN
ENOLA T. AN
PRESTON C. CUCKEY, J.
JODI L. SHRIN
PAMELA FOTHIN
ROBERT M. DAIRNEY
KIRK B. DAVIS
KENNETH A. DIAMOND
GREGORY W. DWORZANOWSKI
JOSEPH D. EDWARDS
W. KEITH FENDRICK
DAVID A. GOLDSTEIN
D. LOCKWOOD GRAY
CHRISTOPHER L. GRIFFIN
C. DAVID HARPER
MARK B. HOWARD
MICHELE R. HUDBICK
BARBARA HARDY HUNT
LAWRENCE P. INGRAM
DAVID S. JOHNSON
GARY W. JOHNSON

TELEPHONE: (813) 223-3321
FACSIMILE: (813) 223-9067
AVAILABLE FOR CONSULTATION
KAROEL VOLLHARDT & PARTNER
KURFURSTENDAMM 36
D-10719 BERLIN
GERMANY
011-49-30-885-7710
FAX 011-49-30-881-1308

LIZABETH
W. L. L.
THOMAS M.
ANDREW R. MCCUMBER
ROBERT D. McLEAR
MARION PORTER MAINABON
STEPHEN J. MITCHELL
BEAN P. MURPHY
LEE E. NELSON
CLAUDIUS H. PRITCHARD
JOHN H. RAINS, III
BENJAMIN P. REESE, II
FRED B. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
JOSEPH W.N. RUGG
STEVEN M. SAMAHA
OLIN G. SHIVERS
DEBRA K. SMIETANSKI
STEPHEN J. SZABO, III
RANDOLPH J. WOLFE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 13 11:45

December 12, 1996

FREDERICK B. KARL
OF COUNSEL

FEDERAL EXPRESS

Mr. Buck Kohr
Limited Partnership Section
Florida Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Ecoventure WGV, Ltd.
Our File No. 3099-110

Dear Buck:

A96 000000266

J. TAX	_____
FILING	1750
R. AGENT FEE	_____
C. COPY	_____
TOTAL	1750
N. BANK	_____
BALANCE DUE	_____
REFUND	_____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
DEC 13 PH 11:45

As we discussed, enclosed are an original and one copy of each of the following documents for filing on behalf of the above-captioned limited partnership, along with the appropriate checks to cover the fees:

- ◆ Supplemental Affidavit of Capital Contributions (\$1,750).
- ◆ 1997 Limited Partnership Annual Report (\$576.25 and \$8.75).

Please file the documents, place your "Filed" stamp on the copies, and issue a Certificate of Status to indicate that the limited partnership is current in its filings. Please forward evidence of the filings to us in the Federal Express envelope enclosed for that purpose.

If you have any questions, please let me know. Thank you for your assistance.

900002033089--1
-12/18/96--01115--003
1750.001750.00

Sincerely,
Katherine Russell
Katherine Russell
Legal Assistant

12/13/96

Enclosures
3099-110-0382585.01

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 1:45

BEFORE ME, the undersigned, personally appeared EDWARD R. OELSCHLAEGER, as President of ECOVENTURE WGV, INC., a Florida corporation, as General Partner of ECOVENTURE WGV, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who certifies as follows:

1. The total amount of capital contributions of the limited partners is \$ 4,302,000.00.

DATED this 12th day of December, 1996.

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:

ECOVENTURE WGV, INC., a Florida corporation

By: [Signature]
Edward R. Oelschlaeger,
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12 day of December, 1996, by Edward R. Oelschlaeger, as President of ECOVENTURE WGV, INC., a Florida corporation, on behalf of the corporation, who is personally known to me.



[Signature]
NOTARY PUBLIC
Name: Lisa Mills Cook
Commission No. 558699
My Commission Expires: June 2 2000

3099-110-0359356.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 13 PM 1:45