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TRAHANT, N. J. 07091
01-222-3171
04-22-9031 TAX
800-342-8086



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ACCOUNT NO. : 072100000032
REFERENCE : 092224 4301472
AUTHORIZATION : Patricia Puyg...
COST LIMIT : \$ 148.75

ORDER DATE : March 22, 1996
ORDER TIME : 11:43 AM
ORDER NO. : 092224
CUSTOMER NO: 4301472

900001754949

CUSTOMER: Ms. Laurie Benjstrosser
BROAD AND CASSEL
Suite 1100
390 N. Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

NAME: TWC NINETY-FOUR PARTNERS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN COPIED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FURMAN

EXAMINER'S INITIALS: 3/22/96

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DIVISION OF CORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TWC NINETY-FOUR PARTNERS, LTD.

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Pursuant to the authority of Section 620.108, Florida Statutes, the undersigned, constituting the sole General Partner of TWC NINETY-FOUR PARTNERS, LTD. (the "Partnership"), hereby submits the following in connection with the formation of the Partnership:

1. The name of the Partnership shall be TWC NINETY-FOUR PARTNERS, LTD.

2. The address of the office where records shall be kept shall be 6200 Courtney Campbell Causeway, Suite 600, Tampa, Florida 33607. The name and address of the registered agent for service of process is B&C Corporate Services of Central Florida, Inc., 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801.

3. The name and the business address of the General Partner is:

TWC NINETY-FOUR, INC., a Florida corporation
6200 Courtney Campbell Causeway
Suite 600
Tampa, Florida 33607

P96000010720

4. The mailing address of the limited partnership is 6200 Courtney Campbell Causeway, Suite 600, Tampa, Florida 33607.

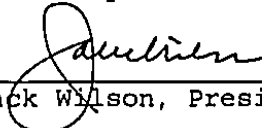
5. The latest date upon which the Partnership is to dissolve shall be December 31, 2045.

6. This Agreement has been executed by the undersigned effective as of the 19th day of ~~February~~, 1996.

March

GENERAL PARTNER:

TWC NINETY-FOUR, INC., a
Florida corporation

By:  OSK
Jack Wilson, President

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TWC NINETY-FOUR PARTNERS, LTD., the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited partnership and states that it is familiar with its statutory obligations as such.

B&C CORPORATE SERVICES OF
CENTRAL FLORIDA, INC., a
Florida corporation

By: I. Burton Spraker
I. Burton Spraker, Vice
President

Dated this 21st day of March, 1996.

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AFFIDAVIT
OF
CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of TWC NINETY-FOUR PARTNERS, LTD. and being duly sworn does hereby set forth the following for the purpose of accompanying the filing of the Certificate of Limited Partnership of TWC NINETY-FOUR PARTNERS, LTD., with the Florida Department of State, as required by Section 620.108, Florida Statutes:

The amount of the capital contributions of the limited partners as of the date hereof is \$50.00 and no further capital contributions from the limited partners are anticipated at this time.

This Affidavit is executed and sworn to by:

GENERAL PARTNER:

TWC NINETY-FOUR, INC., a
Florida corporation

By: *Jack Wilson* *JPW*
Jack Wilson, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19th day of March, 1996, by Jack Wilson, President of TWC Ninety-Four, Inc., a Florida corporation as General Partner of TWC NINETY-FOUR PARTNERS, LTD., and who is personally known to me.

Pamela Lynn Montoya
Notary Public
My Commission Expires:
Print, type or stamp name of
notary

