

CORPORATE
ACCESS
INC.

File Second
A98000000621

116-D Thomasville Road, Mount Vernon Square, Tallahassee, Florida 32303

P.O. Box 3706 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP

3/5/98 11:00 AM MT ☺

CERTIFIED COPY

CUS

PHOTO COPY

FILING *LTQ*

1.) *MW, LTQ*
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

6.)
(CORPORATE NAME & DOCUMENT #)

7.)
(CORPORATE NAME & DOCUMENT #)

8.)
(CORPORATE NAME & DOCUMENT #)

9.)
(CORPORATE NAME & DOCUMENT #)

10.)
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

*File Second
140.00*

84840012344

*NYK
3/1/98*

FILED STATE SECRETARY OF CORPORATIONS DIVISION OF CORPORATIONS
98 MAR -6 AM 11:20
98 MAR -6 AM 11:20
98 MAR -6 AM 11:20
98 MAR -6 AM 11:20

90000244765
-03/05/98 - 01014 - 003
****252.50 ****140.00

D

RECEIVED
98 MAR -5 AM 11:20
DIVISION OF CORPORATIONS

98 MAR -5 AM 11:20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: MW, LTD.
Ref. Number: W98000004973

Corrected

ONT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 6 AM 11:20

RECEIVED
98 MAR -6 AM 11:20
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 6 AM 11:20

We have received your document for MW, LTD. and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The limited partnership name designated in the document is not available since it is the same as, or not distinguishable from the name of another entity on file with this office. Please select a new name and make the substitution in all the appropriate places.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 198A00012264

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 AM 11:20

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WM, LTD.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -6 PM 2:35

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, the undersigned, desiring to form a limited partnership, hereby state the following:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -6 AM 11:20

1. The name of the Partnership is WM, LTD.
2. The character of the business to be conducted by the Partnership is to engage in the business of owning real estate in the United States of America and for any other lawful business activity.
3. The location and mailing address of the principal place of business of the Partnership is 1085 Park Avenue North, Winter Park, Florida 32789.
4. The term for which the Partnership is to exist shall commence on the date this Certificate of Limited Partnership is filed, and shall continue until the close of business on December 31, 2050, unless sooner terminated by the General Partner or pursuant to the terms and conditions of the Limited Partnership Agreement.

5. The name, place of business, units and percentage of shares of the sole General Partner is:

P98000021016

	<u>Units</u>	<u>Percentage Owned</u>
WM Company 1085 Park Avenue North Winter Park, Florida 32789	1	1.0%

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR -6 AM 11:20

6. The General Partner shall be required to make an initial capital contribution of cash in the total amount of \$10.00.

7. The Limited Partners shall be required to make an initial total capital contribution of cash in the total amount of \$990.00.

8. The Limited Partners shall be required to make additional capital contributions upon call by the General Partner.

9. The Limited Partners shall not be entitled to the return of its capital contributions except by virtue of distributions pursuant to the Partnership Agreement or upon dissolution of the Partnership.

10. The share of the profits or other compensation by way of income which the Limited Partners shall receive by reason of its capital contribution is a total of ninety-nine percent (99%).

11. The Limited Partners have the right to substitute an assignee of its Partnership interest as a contributor in its place only with the written consent of the General Partner and the other Limited Partners and upon the following terms and conditions: executing an instrument of assignment and filing same with the General Partner, obtaining the consent of a majority of the Limited Partners, executing any additional instruments the General Partner deems necessary, and paying to the General Partner all costs involved in making this amendment.

12. The General Partner has the right, with the consent of the majority of the Limited Partners, to admit additional Limited Partners.

13. Upon adjudication of bankruptcy or filing of a petition under the Federal Bankruptcy Act, withdrawal or removal of the General Partner, or the death or adjudication of incompetency of the General Partner, the Partnership will be dissolved unless within sixty (60) days after such event the Limited Partners elect to continue the business of the Partnership and select a substitute General Partner who agrees in writing to accept such selection.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
999 MAR - 6 11:20
PAVIA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
999 MAR - 6 11:20
PAVIA

14. No right is given to the Limited Partners to demand and receive property other than cash in return for their contributions. However, upon dissolution there may be distributed pursuant to the terms of the Partnership Agreement partnership property distributed in kind.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of March, 1998 effective upon filing with the Florida Secretary of State.

WM, LTD., a Florida limited partnership

By: WM Company, a Florida corporation,
its General Partner

By: G. Brock Magruder, Sr.
G. Brock Magruder, Sr., as President

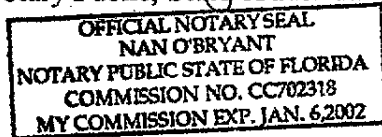
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 6 11:20 AM '98
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 6 11:20 AM '98

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 4th day of March, 1998, by G. Brock Magruder, Sr., President of WM Company, a Florida corporation, General Partner of WM Ltd., a Florida limited partnership, on behalf of the corporation and the partnership.

- Personally known to me.
- Produced identification:
Type: _____

Nan O'Bryant
Notary Public, State of Florida



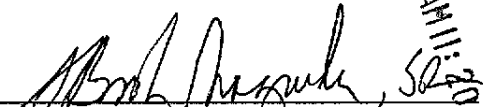
**LIMITED PARTNERSHIP REGISTERED AGENT DESIGNATION
OF WM, LTD.**

In compliance with Section 620.105, Florida Statutes, the following is submitted:

First, that WM, LTD with its place of business at 1085 Park Avenue North, Winter Park, Florida 32789, has named G. Brock Magruder, Sr. of 1085 Park Avenue North, Winter Park, Florida 32789, as its agent to accept service of process within the State of Florida.


WM, LTD., a Florida limited partnership

By: WM Company, a Florida corporation,
its General Partner

By: 
G. Brock Magruder, Sr., as President

Date: 3/4/98

Having been named to accept Service of Process for the above stated Limited Partnership, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 620.192, Florida Statutes.


Registered Agent

Date: 3/4/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 7:30 PM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 11:11 AM

**AFFIDAVIT FOR CERTIFICATE OF
LIMITED PARTNERSHIP OF WM, LTD.**

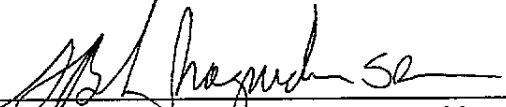
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -5 PM 7:36

**STATE OF FLORIDA
COUNTY OF ORANGE**

Pursuant to Chapter 620.108 Florida Statutes, before me, the undersigned authority, this day personally appeared G. Brock Magruder, Sr. as President of WM Company, the General Partner of WM, Ltd. ("Affiant"), who being first duly sworn, deposes and says:

1. That the total amount of capital contributed by the Limited Partners to WM, LTD. is \$990.00.
2. That the anticipated total capital contribution by the Limited Partners to WM, LTD. is \$990.00

FURTHER AFFIANT SAYETH NAUGHT.




G. BROCK MAGRUDER, SR., as President of
WM Company, General Partner of WM, LTD.

SWORN TO AND SUBSCRIBED before me
on this 4th day of March, 1998 by
G. Brock Magruder, Sr.

- Personally known to me.
 - Produced identification:
- Type: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -6 AM 11:20



Notary Public
(SEAL)

OFFICIAL NOTARY SEAL
NAN O'BRYANT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC702318
MY COMMISSION EXP. JAN. 6, 2002