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CONTACT: DATE: REF. #: CORP. NAME:	CINDY HICKS 5-10-99 0151.6747 TWC SIKHY-EIGH	THEOR STATE IS THE STATE OF ST
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5/10/99

CERTIFICATE OF LIMITED PARTNERSHIP

OF

TWC SIXTY-EIGHT, LTD.

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

- 1. The name of the Partnership shall be TWC SIXTY-EIGHT, 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 Brian J. McDonough, 2200 Museum Tower, 150 West Flagler Street, Miami, Florida 33130.
 - 3. The name and the business address of the General Partner is:

TWC SIXTY-EIGHT PARTNERS, LTD., a Florida limited partnership 6200 Courtney Campbell Causeway, Suite 600 Tampa, Florida 33607

- 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, 2048.
- 6. This Agreement has been executed by the undersigned effective as of the 27th day of 1998.

GENERAL PARTNER:

TWC SIXTY-EIGHT PARTNERS, LTD., a Florida limited partnership, as sole General Partner

By: TWC SIXTY-EIGHT, INC., a
Florida corporation, its sole
General Partner

Jack Wilson, Presiden

ACKNOWLEDGMENT OF REGISTERED AGENT

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

Brian I. McDonougl

Dated this 6 day of May 1998 9

AFFIDAVIT

OF

CAPITAL CONTRIBUTIONS

The undersigned being the sole General Partner of TWC SIXTY-EIGHT, 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 SIXTY-EIGHT, 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 SIXTY-EIGHT PARTNERS, LTD., a Florida limited partnership, as sole General Partner

By: TWC SIXTY-EIGHT, INC., a Florida corporation, its sole General Partner

STATE OF FLORIDA

ss.

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27 day of 1998, by Jack Wilson, President of TWC SIXTY-EIGHT, INC., a Florida corporation, as General Partner of TWC SIXTY-EIGHT PARTNERS, LTD., and who is personally known to me.

Notary Public VIVIAN

My Commission Expires: Print, type or stamp name of notary

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