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WYNDCREST PARTNERS, LTD.

00789-00654-00653-00671

December 29, 1999

800003092158--1
-01/07/00--01092--004
*****35.00- *****35.00

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

800003092158--1
-01/07/00--01092--005
***1750.00 ***1750.00

To Whom It May Concern:

Please, assist us in filing the Certificate of Limited Partnership with the State of Florida. Attached are the completed Certificate of Limited Partnership, the affidavit of Capital Contributions for Florida Limited Partnership for Wyndcrest 1st Virtual Holdings, Ltd., and two checks payable to the Secretary of State for \$1,750.00 and \$35.00.

MJH

Please, send the acknowledgement to the following address:

Wyndcrest 1 Virtual Holdings, Ltd.
777 South Flagler Drive, Suite 1750
West Palm Beach, FL 33401

Should you have any questions, please, contact me at (561) 833-9220.

Sincerely,

John C. Textor
President of the General Partner

00 JAN -7 AM 9:58
SECRETARY OF STATE
DIVISION OF CORPORATIONS

John C. Textor GAVE
AUTHORIZATION BY PHONE TO
CORRECT # 7 + 8
DATE 1-12-00
DOC. EXAM MJH

CERTIFICATE OF LIMITED PARTNERSHIP

1. Wyndcrest 1st Virtual Holdings, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 777 South Flagler Drive, Suite 1750 West Palm Beach, FL 33401
(Business address of Limited Partnership)
3. John C. Textor
(Name of Registered Agent for Service of Process)
4. 777 South Flagler Drive, Suite 1750 West Palm Beach, FL 33401
(Florida street address for Registered Agent)
5. [Signature]
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 777 South Flagler Drive, Suite 1750 West Palm Beach, FL 33401
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is: 11/29/29
8. Name(s) of general partner(s): _____ Street address: _____

<u>Textor Ventures, Inc.</u>	<u>777 South Flagler Drive</u>
<u>PA-1000017242</u>	<u>Ste 1750</u>
_____	<u>West Palm Beach, FL 33401</u>
_____	_____

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 21 day of December, 19 99

Signature of all general partners:
[Signature]
General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -7 AM 9:58

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

The undersigned constituting all of the general partners of _____
Wyndcrest 1st Virtual Holdings, Ltd.
a Florida Limited Partnership, certify


The amount of capital contributions to date of the limited partners is \$ 3,225,000.00

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 5,000,000.00

Signed this 21 day of December, 19 99

FURTHER AFFLIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.



General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

00 JAN -7 AM 9:58
FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS