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\*\*\*\*\*35.00 \*\*\*\*\*35.00

December 29, 1999

Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-01/07/00--01092--002  
\*\*\*1750.00 \*\*\*1750.00

To Whom It May Concern:

MJH  
MJH

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 Passport Holdings, Ltd., and two checks payable to the Secretary of State for \$1,750.00 and \$35.00.

Please, send the acknowledgement to the following address:

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

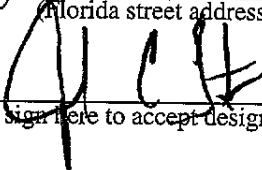
Should you have any questions, please, contact me at (561) 833-9220.

Sincerely,

John C. Textor  
President of the General Partner

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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## CERTIFICATE OF LIMITED PARTNERSHIP

1. Wyndcrest Passport 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.   
(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: \_\_\_\_\_

Textor Ventures, Inc. 777 South Flagler Drive, Suite 1750  
PG7000017242 West Palm Beach, FL 33401

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 29 day of December, 19 99

Signature of all general partners:

  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

\_\_\_\_\_  
General Partner

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

The undersigned constituting all of the general partners of \_\_\_\_\_  
Wyndcrest Passport Holdings, Ltd.  
a Florida Limited Partnership, certify

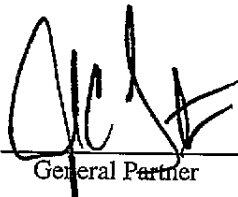
The amount of capital contributions to date of the limited partners is \$ 200,000

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

Signed this 29 day of December, 19 99

FURTHER AFFIANT 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

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DIVISION OF CORPORATIONS  
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