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To:
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Fax Number : (850) 922-4003

From:
Account Name : THOMSON MURARO RAZOOK & HUNT, P.A.
Account Number : 102556003002
Phone : (305) 350-7200
Fax Number : (305) 374-1005

FLORIDA LIMITED PARTNERSHIP

WRH Emerald, Ltd.

Certificate of Status	1
Certified Copy	1
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Estimated Charge	\$1,846.25

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF LIMITED PARTNERSHIP
OF WRH EMERALD, LTD.**

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. The name of the Partnership is WRH Emerald, Ltd.
2. The mailing address and office of the Partnership is:

100 Second Avenue, South
Suite 904
St. Petersburg, Florida 33701
3. The name and address of the agent for service of process on the Partnership is:

Bonnie Germain
100 Second Avenue South
Suite 904
St. Petersburg, Florida 33701
4. The name and business address of the sole general partner is:
893-36337
WRH Properties, Inc.
Second Avenue, South
Suite 904
St. Petersburg, Florida 33701
5. The latest date upon which the Partnership shall dissolve is December 31, 2050.

PREPARED BY:
Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
One Southeast Third Avenue
17th Floor
Miami, Florida 33131
(305) 350-7200

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
) SS:
COUNTY OF PINELLAS)

BEFORE ME, the undersigned personally appeared Fred S. Razook, Jr., as President, of WRH Properties, Inc., a Florida corporation, constituting the sole general partner of WRH Emerald, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount to date of capital contributions of the limited partners to the Partnership is \$1,900,000.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1,900,000.

Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

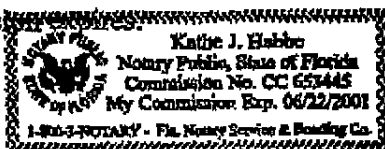
Date: May 9th, 2000.

WRH Properties, Inc.
Sole General Partner

By: 
Fred S. Razook, Jr., President

SWORN TO AND SUBSCRIBED before me this 9th day of May, 2000 by Fred S. Razook, Jr., as President, of WRH Properties, Inc., a Florida corporation, in its capacity as the sole general partner of WRH Emerald, Ltd., a Florida limited partnership, on behalf of the corporation, as an act of the partnership. He is personally known to me.

My commission expires:




Notary Public, State of Florida

Name: Kathe J. Habbe

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THOMSON MURARO
WRH MORTGAGE

THOMSON MURAKU

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Under the penalties of perjury the undersigned general partner declares that it has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Dated this 9th day of May, 2000.

WRH Properties, Inc.
Sole General Partner

By: 

Fred S. Razook, Jr., President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Have been named as registered agent for WRH Emerald, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: 

Bonnie Germain

May 9th, 2000

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