



A0000002047

ACCOUNT NO. : 072100000032

REFERENCE : 947165 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
DEC 28 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 28, 2000

ORDER TIME : 10:09 AM

ORDER NO. : 947165-005

CUSTOMER NO: 81491A

CUSTOMER: Peter Holton, Esq
Jones Foster Johnston & Stubbs

Suite 1100
505 S. Flagler Drive
West Palm Beach, FL 33401

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-12/28/00 -01048--005
***1837.50 ***1837.50

DOMESTIC FILING

NAME: WOOLBRIGHT HILLSBORO, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

RECEIVED
00 DEC 28 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date: 12/28/00

**CERTIFICATE OF LIMITED PARTNERSHIP
OF WOOLBRIGHT HILLSBORO, LTD.**

00 DEC 28 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of the partnership is Woolbright Hillsboro, Ltd.

The address of the Partnership's office is c/o Woolbright 3 Florida, Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

The name and address of the agent for service of process is Peter S. Holton, Esq., Jones, Foster, Johnston & Stubbs, P.A., 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401-3475.

The name and business address of the general partner is Woolbright 3 Florida, Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

800000101753

A mailing address for the Limited Partnership is c/o Woolbright 3 Florida, Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431.

The Limited Partnership shall be formed as of the date of filing hereof.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2049.

This Certificate of Limited Partnership of Woolbright Hillsboro, Ltd., has been executed on the 21 day of December, 2000. By such execution, the general partner whose signature is set forth below hereby affirms, under penalty of perjury, that the facts stated herein are true.

General Partner:

Woolbright 3 Florida, Inc., a Florida corporation

By: 

Denis Beaulieu

Its: Vice President

AFFIDAVIT

The undersigned, as general partner of Woolbright Hillsboro, Ltd., pursuant to Florida Statute Section 620.108(1) hereby attest to the following:

The Contribution of the initial limited partner of Woolbright Hillsboro, Ltd., is \$1,000,000.00.

The total amount anticipated to be contributed by the limited partners of Woolbright Coral Hillsboro, Ltd.. is \$1,000,000.00.

By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

General Partner:

Woolbright 3 Florida, Inc., a Florida corporation

By: _____

Denis Beaulieu

Its: Vice President

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me this 21st day of December, 2000, by Denis Beaulieu, as Vice President of Woolbright 3 Florida, Inc., a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation and that the seal affixed thereto is the true corporate seal of said corporation, and he is personally known to me, did not take an oath.

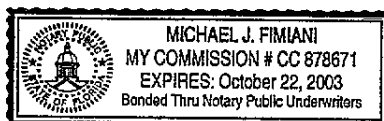
Notary Name: _____

Notary Public

Commission No.: _____

Michael Fimiani
878671

affidavit (Woolbright).doc



**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as Registered Agent for Woolbright Hillsboro, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, we, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.

Jones, Foster, Johnston & Stubbs, P.A.

By: _____


Peter S. Holton, Esq.
For the Firm

certificate of limited partnership.doc

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TALLAHASSEE, FLORIDA