



THE UNITED STATES
CORPORATION
COMPANY

A01000000399

ACCOUNT NO. : 072100000032

REFERENCE : 083505 4724048

AUTHORIZATION :

COST LIMIT : \$ 1785.00

FILED
01 MAR 20 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 19, 2001

ORDER TIME : 1:44 PM

ORDER NO. : 083505-010

3000003889013--0

CUSTOMER NO: 4724048

CUSTOMER: Beth Loh, Esq
Greenberg Traurig, LLP

The Metlife Building
200 Park Avenue
New York, NY 10166

DOMESTIC FILING

NAME: WLD REAL ESTATE PARTNERS 2001,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

RECEIVED
01 MAR 20 PM 2:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten initials: NHC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 21, 2001

NORMA HULL
CSC
TALLAHASSEE, FL

NORMA HULL CONTACTED US BY PHONE
ON 3/21/01 TO SAY CLIENT WAS
AWARE OF AFFIDAVIT
AND WANTED IT FILED THAT WAY.

-- bk 3/21/01

SUBJECT: WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP
Ref. Number: W01000006423

01 MAR 20 PM 3:36
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP and the authorization to debit your account in the amount of \$1785.00. However, the document has not been filed and is being returned for the following:

As discussed in our telephone conversation, we are concerned about the fact that the AFFIDAVIT indicates that the limited partners will be making additional contributions, and that Supplemental Affidavits are going to be filed in the future.

The Affidavit states that \$80,000,000.00 has already been contributed by the limited partners, and the partnership is paying the MAXIMUM filing fee.

The Florida limited partnership law allows limited partnerships to declare a TOTAL ANTICIPATED LIMITED PARTNER CONTRIBUTION AMOUNT on the AFFIDAVIT. By doing this, a partnership could avoid ever having to file a Supplemental Affidavit. Because the filing fees for the Supplemental Affidavits could be as high as \$1,750.00, we feel that this partnership might wish to take advantage of the law and to declare on its AFFIDAVIT OF CAPITAL CONTRIBUTIONS a contribution amount that would never be exceeded.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 001A00017146

WLD REAL ESTATE PARTNERS 2001, INC.

450 E. Las Olas Boulevard
Suite 900
Fort Lauderdale, Florida 33301

March 9, 2001

FILED
01 MAR 20 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Formation of WLD Real Estate Partners 2001, L.P.

Dear Sir or Madam:

The undersigned, David Horvitz, the President of WLD Real Estate Partners 2001, Inc. and WLD Real Estate Partners 1999, Inc. does hereby consent to the use of the name and the formation of "WLD Real Estate Partners 2001, L.P.".

If you should have any questions, please feel free to contact me at (954) 523-7771.



David Horvitz, President

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**.

2. The business address and the mailing address of the limited partnership is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

David Horvitz

4. The Florida street address for the registered agent is:

450 East Las Olas Boulevard
Suite 900
Fort Lauderdale, Florida 33301

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**, at the place designated in this Certificate of Limited Partnership of **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.



David Horvitz

Dated: January 1, 2001

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TALLAHASSEE, FLORIDA

6. The name and business address of the general partner is as follows:

WLD Real Estate Partners 2001, Inc.
450 East Las Olas Boulevard
Suite 900
Fort Lauderdale, Florida 33301

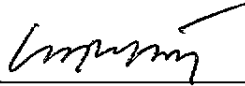
PO1000028933

7. The latest date on which the limited partnership is to dissolve is January 1, 2016.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 1st day of January, 2001 in accordance with Section 620.114 of the Florida Statutes.

WLD REAL ESTATE PARTNERS 2001, INC.,
a Florida corporation, General Partner

By:



David Horvitz, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned, constituting the sole general partner of **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP**, a Florida limited partnership, certifies as follows:

1. The initial Limited Partners of **WLD REAL ESTATE PARTNERS 2001, LIMITED PARTNERSHIP** have contributed \$80,000,000.00 to the Partnership as their initial capital contribution.

2. The initial Limited Partners anticipate making additional capital contributions to the Partnership in an amount yet to be determined, and, at such time, a Supplemental Affidavit will be filed with the Florida Secretary of State.

FURTHER AFFLIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

WLD REAL ESTATE PARTNERS 2001, INC.,
a Florida corporation, General Partner

By: 
David Horvitz, President

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TALLAHASSEE, FLORIDA

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