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TALLAHASSEE, FLORIDA

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FLORIDA LIMITED PARTNERSHIP

Cosma WBP Two, Ltd.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
COSMA WBP TWO, LTD.**

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is COSMA WBP Two, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is Kolleen Cobb, 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134.

4. General Partner.

The name and business address of the General Partner is as follows:

COSMA WBP Two, Inc.
355 Alhambra Circle
Suite 900
Coral Gables, FL 33134

POI-66036

5. Mailing Address.

The mailing address of the Partnership is 355 Alhambra Circle, Suite 900, Coral Gables, FL 33134.

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TALLAHASSEE FLORIDA

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 21 day of June, 2001.

GENERAL PARTNER:

COSMA WBP TWO, INC.

By: 
Henry Befeler, President

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TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**


In compliance with Florida Statutes Section 620.192, the following is submitted:

COSMA WBP TWO, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has designated 355 Alhambra Circle, Suite 900, Coral Gables, Florida 33134, as its initial Registered Office and has named Kolleen Cobb, located at said address as its initial Registered Agent.

COSMA WBP TWO, INC.
General Partner

By: 
Henry Befeler, President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By: 
Kolleen Cobb
Registered Agent

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TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Henry Befeler, President of COSMA WBP Two, Inc., a Florida corporation, constituting the sole general partner of COSMA WBP Two, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$-0-.
2. The total anticipated amount of the capital contributions of the limited partners is \$ -0-.

This 27 day of June, 2001.

FURTHER AFFIANT SAYETH NOT.

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.

General Partner:

COSMA WBP TWO, INC.

By: 
Henry Befeler, President

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