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FLORIDA LIMITED PARTNERSHIP

COSMA WBP THREE, LTD.

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

COSMA WBP THREE, LTD.

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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 Three, Ltd.

2. Registered Office.

The registered office of the Partnership in the State of Florida is c/o Codina Group, Inc., 355 Alhambra Circle, Suite 900, Coral Gables, Florida 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 Three, Inc. 901-64656
355 Alhambra Circle
Suite 900
Coral Gables, Florida 33134

5. Mailing Address.

The mailing address of the Partnership is 355 Alhambra Circle, Suite 900,

Coral Gables, Florida 33134.

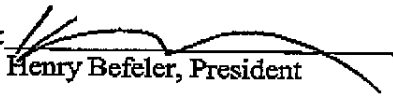
6. Dissolution.

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 28 day of June, 2001.

GENERAL PARTNER:

COSMA WBP THREE, INC.

By: 
Henry Befeler, President

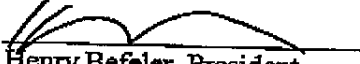
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

COSMA WBP THREE, 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 THREE, INC.
General Partner

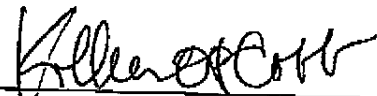
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Henry Befeler, President

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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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Henry Befeler, President of COSMA WBP Three, Inc., a Florida corporation, constituting the sole general partner of COSMA WBP Three, 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 \$1,000.00.

This 28th 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 THREE, INC.

By: Henry Befeler, President

TALLAHASSEE, FLORIDA

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