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ACCOUNT NO. : 072100000032

REFERENCE : 812758 7274201

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 22, 2002

ORDER TIME : 10:52 AM

ORDER NO. : 812758-005

CUSTOMER NO: 7274201

CUSTOMER: Thomas M. Reiter, Esq
Brant Abraham Reiter &
McCormick, P.a.
50 North Laura Street
Suite 2750
Jacksonville, FL 32202

DOMESTIC FILING

NAME: VWS LIMITED PARTNERSHIP NO.
TWO, LLLP

FILE FIRST

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: _____

FILED
02 JAN 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
02 JAN 22 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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-01/22/02--01097--002
***1750.00 ***1750.00

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-01/22/02--01097--003
*****35.00 *****35.00

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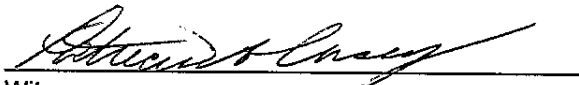
**CERTIFICATE OF LIMITED PARTNERSHIP
OF VWS LIMITED PARTNERSHIP NO. TWO, LLLP**


02 JUN 22 12:44 PM
FILED
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The undersigned, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act (1986) hereby certifies:

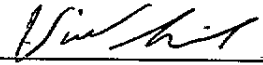
1. The name of the limited partnership is VWS Limited Partnership No. Two, LLLP (the "Partnership").
2. The location of the principal place of business of the Partnership is 6900 SE Golfhouse Road, Hobe Sound, Florida 33455, or at such other place as the general partner may designate.
3. The street address of the registered office of the Partnership is 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the registered agent of the Partnership at that address is Brant, Abraham, Reiter & McCormick, P.A.
4. The name and the business address of the sole general partner of the Partnership is VWS Management Enterprises, LLC, a Florida limited liability company, 6900 SE Golfhouse Road, Hobe Sound, Florida 33455.
5. The mailing address of the Partnership is 6900 SE Golfhouse Road, Hobe Sound, Florida 33455. LO1000022118
6. The term of the Partnership shall commence on the date of filing hereof and shall continue until December 31, 2051.

IN WITNESS WHEREOF, the undersigned does solemnly swear that the foregoing statements are true and correct as of this 16th day of January, 2002.


Witness
Print Name: PATRICIA A. CASEY


Witness
Print Name: Rebecca L. Galante

VWS MANAGEMENT ENTERPRISES,
LLC

By: 
Vincent W. Shiel, President and
Managing Member
"General Partner of VWS Limited
Partnership No. Two, LLLP"

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 16th day of January, 2002, by Vincent W. Shiel, as the President and Managing Member of VWS Management Enterprises, LLC., a Florida limited liability company, as General Partner of VWS Limited Partnership No. Two, LLLP, a limited partnership, who executed the foregoing as his free act on behalf of the partnership, and who is personally known to me or who has produced personally known as identification.



JoAnn Knee
MY COMMISSION # CC773478 EXPIRES
October 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

JoAnn Knee
Print Name: JOANN KNEE
Notary Public
State of Florida At Large
Commission No.: CC773478
My Commission Expires: 10/2/2002

FILED
JAN 22 PM 1:13
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Florida Statutes Sections 48.061 and 620.105, the following is submitted:

VWS Limited Partnership No. Two, LLLP, desiring to organize under the laws of the State of Florida, hereby designates Brant, Abraham, Reiter & McCormick, P.A., a Florida corporation, as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

Patricia A. Casey
Witness
Print Name: PATRICIA A. CASEY

Rebecca L. Galante
Witness
Print Name: Rebecca L. Galante

VWS MANAGEMENT ENTERPRISES,
LLC

By: Vincent W. Shiel
Vincent W. Shiel, President and
Managing Member
"General Partner of VWS Limited
Partnership No. Two, LLLP"

Having been named to accept service of process for VWS Limited Partnership No. Two, LLLP, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act (1986) relative to the keeping of said office and the proper and complete performance of its duties.

BRANT, ABRAHAM, REITER &
MCCORMICK, P.A.

By: 

Thomas M. Reiter, Vice President

Dated: January 16, 2002

FILED
02 JAN 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARTIN

AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF VWS LIMITED PARTNERSHIP NO. TWO, LLLP

FILED
02 JAN 22 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appeared Vincent W. Shiel, who being by me first duly sworn, deposes and says:

1. That Vincent W. Shiel is President and Managing Member of VWS Management Enterprises, LLC, which is the sole general partner of VWS Limited Partnership No. Two, LLLP, a Florida limited partnership (the "Partnership").
2. The limited partners have made capital contributions to the Partnership of assets with an estimated fair market value of approximately \$7,150,000.00. There are no future contributions anticipated.

Patricia A. Casey
Witness
Print Name: PATRICIA A. CASEY

Rebecca L. Galante
Witness
Print Name: Rebecca L. Galante

VWS MANAGEMENT ENTERPRISES,
LLC

By: Vincent W. Shiel
Vincent W. Shiel, President and
Managing Member
"General Partner of VWS Limited
Partnership No. Two, LLLP"

The foregoing instrument was acknowledged before me this 16th day of January, 2002, by Vincent W. Shiel, as the President and Managing Member of VWS Management Enterprises, LLC., a Florida limited liability company, as General Partner of VWS Limited Partnership No. Two, LLLP, a limited partnership, who executed the foregoing as his free act on behalf of the partnership, and who is personally known to me or who has produced personally known as identification.



JoAnn Knee
MY COMMISSION # CC773478 EXPIRES
October 2, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

JoAnn Knee
Print Name: JOANN KNEE
Notary Public
State of Florida At Large
Commission No.: CC773478
My Commission Expires: 10/2/2002