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Thomas K. Pierce, P.A.
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(561)691-9900
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January 28, 2002

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

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****332.50 *****87.50

RE: Watsonville MOB Partners, Ltd
Florida/Watsonville Equity Investors, Inc.

To Whom it May Concern:

Enclosed please find the following:

1. 1 Certificate of Limited Partnership;
2. 1 Affidavit of Capital Contributions for Florida Limited Partnership;
3. Articles of Incorporation for the General Partner of the Partnership
4. A copy of each of the above to be returned as certified copies; and
5. Our check in the amount of \$ 166.25

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DIVISION OF CORPORATIONS
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You may contact the undersigned at the phone number below with any questions you may have.
Please return the acknowledgement to the undersigned at the address below.

Sincerely,

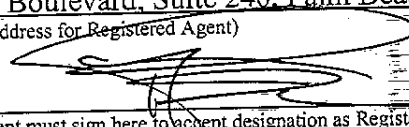


Thomas K. Pierce
Counsel

TKP:ctd

Encl.

CERTIFICATE OF LIMITED PARTNERSHIP

1. Watsonville MOB Partners, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Business address of Limited Partnership)
3. Thomas K. Pierce, Esquire
(Name of Registered Agent for Service of Process)
4. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 3399 PGA Boulevard, Suite 240, Palm Beach Gardens, FL 33410
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is:

December 31, 2099

8. Name(s) of general partner(s):
Florida/Watsonville Equity Investors, Inc., a Florida corporation
- Street Address:
3399 PGA Boulevard, Suite 240
Palm Beach Gardens, FL 33410

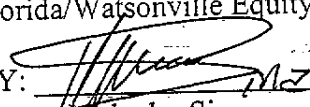
PC2-13554

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 28th day of January, 2002.

Signature of all general partners:

Florida/Watsonville Equity Investors, Inc., sole general partner

BY: 
Name: Malcolm Sina
Its: President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of Watsonville MOB Partners, Ltd., a
Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$ 0.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,000.00.

Signed this 28th day of January, 2002.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

Florida/Watsonville Equity Investors, Inc;
a Florida corporation, sole general partner

By: [Signature]
Name: Malcolm Sina
Its: President

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