

A 02000001156

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000186438 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : K20000000195
Phone : (850) 521-1000
Fax Number : (850) 521-1030

DIVISION OF CORPORATIONS

02 AUG 26 PM 2: 22

RECEIVED

8/26

FLORIDA LIMITED PARTNERSHIP

PRESTON RIDGE CENTRE, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$1,837.50

02 AUG 26 PM 4: 01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

H020001864386

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRESTON RIDGE CENTRE, LTD.

This Certificate of Limited Partnership is prepared and recorded pursuant to Chapter 620, Florida Statutes, and the undersigned swears to the following:

1. The name of the Partnership is PRESTON RIDGE CENTRE, LTD.
2. The character of the business to be conducted by the Partnership is the acquisition and holding of an interest in BPR Shopping Center, L.P. ("BPR"), inclusive of ownership of the General Partner thereof, and managing the business of BPR and engaging in all general business activities related or incidental thereto as the General Partner deems necessary or appropriate, subject to the single or special purpose entity limitations contained in the Agreement of Limited Partnership.
3. The address of the office of the Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
4. The mailing address of the Partnership is c/o Estein & Associates USA, Ltd., 5211 International Drive, Orlando, Florida 32819.
5. The mailing address of the sole General Partner is:

<u>Name</u>	<u>Address</u>
WELP Dallas, L.C.	c/o Estein & Associates USA, Ltd. 5211 International Drive Orlando, Florida 32819
6. The term for which the Partnership is to exist shall commence on the date hereof and shall continue until forty (40) years and six (6) months thereafter unless earlier terminated by disposition of all of the interests in properties which the Partnership has acquired, or the dissolution or termination of the

FILED IN STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
JUL 14 2002

L02-16275

H020001864386

H020001864386

Partnership.

7. The Agent for Services of process of the Partnership is Dean Vegosen, an individual and resident of the State of Florida, whose address is 515 North Flagler Drive, 18th Floor, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26 day of August, 2002.

WELP DALLAS, L.C., General Partner

By: 

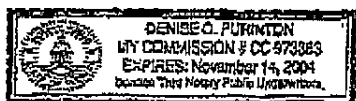
Lothar Estein, Manager and Chief Executive Officer


STATE OF FLORIDA

COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared LOTHAR ESTEIN, as Manager and Chief Executive Officer of WELP Dallas, L.C., personally known to me to be the individual named in the foregoing instrument, and he acknowledged to and before me that he executed the same as such Manager and Chief Executive Officer of WELP Dallas, L.C., duly authorized, and affixed thereto the corporate seal, for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid, this 26 day of August, 2002.




DENISE O. PURINTON
Printed Name
Notary Public
Commission No. CC 973383

My commission expires: 11/14/04

H:\WP00CS\DW\B212\36720 - Preston Ridge\Cert. LP - Preston CL1.doc

H020001864386

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08/26/02 PM 4:00

H020001864386

STATE OF FLORIDA)
)
COUNTY OF ORANGE)

ss.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Before me, a Notary Public authorized to take acknowledgements in the State and County aforesaid, appeared LOTHAR ESTEIN, the Manager of WELP Dallas, L.C., the sole General Partner of PRESTON RIDGE CENTRE, LTD., a Florida limited partnership ("the Partnership"), who, upon being duly sworn, certified and stated as follows:

1. The total amount of capital contributions made by the Limited Partners to date is Ten Dollars (\$10.00).

See Schedule I attached hereto and made a part hereof.

Total capital contributions by Limited Partners: \$10.00

2. The maximum amount of additional capital contributions that will be anticipated to be contributed by the above-named Limited Partners in addition to the amount stated above is: \$0.00.

3. It is anticipated that there may be additional Limited Partners who will contribute up to a total of an additional \$41,849,990.00.

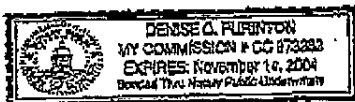
4. The amount of initial capital being contributed by the General Partner is \$2,400,000.00.

5. Under penalties of perjury, the undersigned acknowledges that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit the 26 day of August, 2002.

Lothar Estein
Lothar Estein

Sworn to and subscribed before me this 26 day of August, 2002 by Lothar Estein, who is personally known to me.



Denise G. Furinton
Notary Public, State of Florida

H020001864386

H020001864386

PRESTON RIDGE CENTRE, LTD.

SCHEDULE I

Limited Partner
Contribution

WELP Dallas, L.C.

\$ 10.00

TOTAL:

\$10.00

W:\WFOCCS\LDV\2312\36700 - Preston Ridge\Cap. Contr. Adj.-2.doc

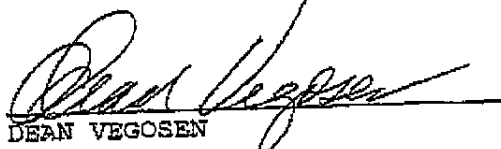
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 26 PM 4:01

H020001864386

H020001864386

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for Preston Ridge Centre, Ltd., a Florida Limited Partnership (the "Partnership"), I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of Registered Agent.


DEAN VEGOSENDATE: August 26, 2002

E:\WPDOCS\DV\ES12\36700 - Preston Ridge\Acpt. Appt. Reg. Agt.-2 C1.doc

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 AUG 26 PM 4:01

H020001864386