

Jan-10-2003

From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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Florida Department of State  
Division of Corporations  
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Account Name : RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.  
Account Number : 076077000521  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

Westpoint United (Industrial II), Ltd.

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DIVISION OF CORPORATION

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$1,018.50

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
WESTPOINT UNITED (INDUSTRIAL II), LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership is Westpoint United (Industrial II), Ltd. (the "Partnership").
2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act are, Melissa Crowe, 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
4. The name and business address of the General Partner of the Partnership are WDC GP LLC, 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
5. A mailing address for the Partnership is 7777 Glades Road, Suite 201, Boca Raton, Florida 33434.
6. The latest date upon which the Partnership is to dissolve is twenty five (25) years following the filing of this Certificate of Limited Partnership, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

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IN WITNESS WHEREOF, the undersigned, being the general partner of the Partnership, has duly executed this Certificate of Limited Partnership of Westpoint United (Industrial II), Ltd., this 9th day of January, 2003, for filing in accordance with Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986).

This Certificate of Limited Partnership shall be effective upon filing.

GENERAL PARTNER:

WDC GP LLC

By: 

Jeffrey L. Schmier, Manager

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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Westpoint United (Industrial II), Ltd., hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

DATED: January 9, 2003.

  
Melissa Crowe

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TALLAHASSEE, FLORIDA

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
WESTPOINT UNITED (INDUSTRIAL II), LTD.**

The undersigned, being the General Partner of Westpoint United (Industrial II), Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions of cash and property to the Partnership have a value of \$133,000. No additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Department of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the 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:

WDC GP LLC

By: 

Jeffrey L. Schmier, Manager

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