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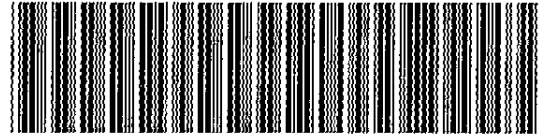
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JAN 12 PM 1:35

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 902398 81491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 22, 2003

ORDER TIME : 10:59 AM

ORDER NO. : 902398-010

CUSTOMER NO: 81491A

CUSTOMER: Peter Holton, Esq
Jones Foster Johnston & Stubbs

505 South Flagler Drive
Suite 1100
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: WOOLBRIGHT FOUNTAINS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

CLERK OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**CERTIFICATE OF LIMITED PARTNERSHIP
OF WOOLBRIGHT FOUNTAINS, LTD.**

The name of the partnership is Woolbright Fountains, Ltd.

The address of the Partnership's office is c/o Woolbright 11 Florida, Inc., 4800 North Federal Highway, Suite 108-D, Boca Raton, Florida 33431.

The name and address of the agent for service of process is Peter S. Holton, Jones, Foster, Johnston & Stubbs, P.A., 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

The name and business address of the general partner is Woolbright 11 Florida, Inc., 4800 North Federal Highway, Suite 108-D, Boca Raton, Florida 33431.

A mailing address for the Limited Partnership is c/o Woolbright 11 Florida, Inc., 4800 North Federal Highway, Suite 108D, Boca Raton, Florida 33431. 103-9200

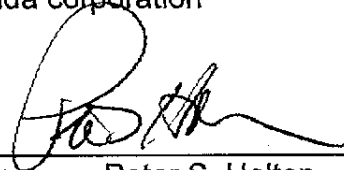
The Limited Partnership shall be formed as of the date of filing hereof.

The latest date upon which the Limited Partnership is to dissolve is December 31, 2049.

This Certificate of Limited Partnership of Woolbright Fountains, Ltd., has been executed on the 21 day of January, 2003. By such execution, the general partner whose signature is set forth below hereby affirms, under penalty of perjury, that the facts stated herein are true.

GENERAL PARTNER:

WOOLBRIGHT 11 FLORIDA, INC.,
a Florida corporation

By: 
Name: Peter S. Holton
Its: Vice President

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STATE OF FLORIDA

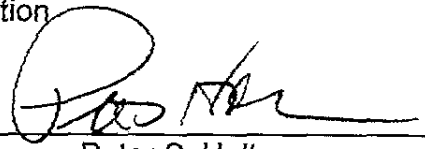
AFFIDAVIT

The undersigned, as general partner of Woolbright Fountains, Ltd., pursuant to Section 620.108(1), *Florida Statutes*, hereby attests to the following:

1. The Contribution of the initial limited partners of Woolbright Fountains, Ltd. is \$100,000.00.
2. The total amount contributed and anticipated to be contributed by the limited partners of Woolbright Fountains, Ltd. is \$100,000.00.
3. By its execution, the general partner whose signature is set forth below, hereby affirms, under the penalties of perjury that the facts stated herein are true.

GENERAL PARTNER:

Woolbright 11 Florida, Inc., a Florida corporation

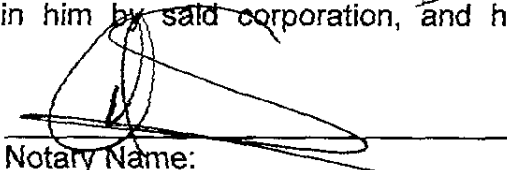
By: 
Name: Peter S. Holton
Title: Vice President

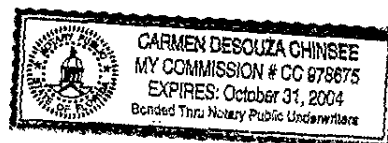
STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, the foregoing instrument was sworn to, subscribed and acknowledged before me this 21st day of January, 2003, by Peter S. Holton, as Vice President of Woolbright 11 Florida, Inc., a Florida corporation, freely and voluntarily under authority duly vested in him by said corporation, and he is personally known to me.

(Notary Seal)

Notary Name: 
Commission No.: _____



**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted in compliance with said Act:

That WOOLBRIGHT FOUNTAINS, LTD., desiring to organize as a limited partnership under the laws of the State of Florida, has named Peter S. Holton, located at the Registered Office of the partnership at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated partnership at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Peter S. Holton, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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