# Florida Department of State

Division of Corporations Public Access System

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : COBB & EBIN P.A. Account Number : 110670000060

Phone : (305)377-0223

Fax Number : (305)377-0224

## FLORIDA LIMITED PARTNERSHIP

WP WAREHOUSE ASSOCIATES, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$1,846.25

#### CERTIFICATE OF LIMITED PARTNERSHIP

OF

#### WP WAREHOUSE ASSOCIATES, LTD.

The undersigned, acting as organizer of a Limited Partnership pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) hereby adopts the following certificate for such Limited Partnership:

- The name of the Limited Partnership is WP WAREHOUSE ASSOCIATES, LTD. 1.
- The address of the office of the Partnership at which the records required to be maintained by Fla. Stat. §620.105 shall be maintained is:

1450 Madruga Avenue Suite 303 Coral Gables, FL 33146

The name and address of the Limited Partnership agent for service of process upon the Partnership, required to be maintained by Fla. Stat. §620.105, is:

> Linda Ebin, Esq. Cobb & Ebin P.A. 825 Brickell Bay Drive Suite 1648 Miami, Florida 33131-2920

The name and the business address of the sole general partner is: 3.

Name:

# 103000048743 WP WAREHOUSE CORP.

This Instrument Prepared by: Linda Ebin, Esq. Florida Bar No. 0318590 Cobb & Ebin P.A. 825 Brickell Bay Drive Suite 1648 Miami, FL 33131-2920 (305) 377-0223

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#### Address:

1450 Madruga Avenue Suite 303 Coral Gables, FL 33146

4. The mailing address for the Partnership is:

1450 Madruga Avenne Suite 303 Coral Gables, FL 33146

5. The term of the Partnership shall commence on the date of the filing of this Certificate of Limited Partnership with the Secretary of State of Florida and shall continue until January 1, 2051 unless sooner terminated as provided in the Limited Partnership Agreement.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been duly executed by the General Partner as of the \_15 day of May, 2003.

General Parmer:

Witnesses:

WP WAREHOUSE CORP.

Print Name: Countes Conto

By: http://
Eugenio Cosculluela, Jr., President

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JSE ASSOCIATES,	94 9. C 12.
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STATE OF FLORIDA )

COUNTY OF MIAMI-DADE )

The foregoing Certificate of Limited Parmership for WP WAREHOUSE ASSOCIATES, LTD. was acknowledged before me this 15 day of May, 7003 by EUGENIO COSCULLUELA, JR. who M is personally known to me or [] has produced as identification, as President of WP WAREHOUSE CORP. A Florida corporation on behalf of the corporation as general partner of WP WAREHOUSE ASSOCIATES, LTD.



NOTARY PUBLIC, State of Florida

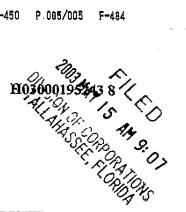
Print, Type or Stamp Name)
Commission No. << 843019
My commission expires:
July 29, 2003

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Parmership, at the place designated in this Certificate of Limited Parmership, 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.

LINDA EBIN

Dated: May / 2003



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#### **AFFIDAVIT**

STATE OF FLORIDA

):SS

COUNTY MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared EUGENIO COSCULLUELA, IR., as President of WP WAREHOUSE COR?., a Plotida corporation, the general partner of WP WAREHOUSE ASSOCIATES, LTD., (the "Affiant"), who, after first being duly swom, under outh. deposes and states that:

- Affiant is the duly appointed authorized President of WP WAREHOUSE CORP., a Plorida corporation (the "Corporation"),
- The Corporation is the General Parmer of a Limited Partnership to be formed under the Florida Revised Uniform Limited Parmership Act (1986) under the name WP WAREHOUSE ASSOCIATES, LTD.
- The capital contribution and anticipated capital of the initial limited partners is \$2,750,000.00.
- The Afflant is familiar with the nature of an oath and with the populties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that he has read the full facts of this affidavit and understands its contenus.

FURTHER AFFIANT SAYETH NAUGHT.

HUGENIO COSCULLUELA, IR.

The foregoing Affidavit for WP WAREHOUSE ASSOCIATES, LTD. was asknowledged before me this 15 day of May, 2003, by EIJGENIO COSCULLUELA, IR, who M is personally known to me or [] has produced \_\_\_\_\_\_\_ As identification, as President of WP WAREHOUSE CORP., a Florida corporation on behalf of the copporation as general partner of WP WAREHOUSE ASSOCIATES, LTD.



State of Florida Puente (Print, Type or Stamp Name)

Commission No. < C 843019 My commission expires: H03000195243 8