

May-15-2003

11:00pm

From-COBB & EBIN P.A.

305-377-0224

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Florida Department of State
Division of Corporations
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Account Name : COBB & EBIN P.A.
Account Number : 110670000060
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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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

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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:

1. The name of the Limited Partnership is **WP WAREHOUSE ASSOCIATES, LTD.**
2. (a) 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

-
- (b) 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

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

Name:

P03000048743
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 Avenue
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 Partner:

WP WAREHOUSE CORP.

Witnesses:

[Signature]
Print Name: Louder Cova

[Signature]
Print Name: Teresa Gomez

By: [Signature]
Eugenio Cosculluela, Jr., President

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
H03000195243 8

STATE OF FLORIDA)

)SS

COUNTY OF MIAMI-DADE)

The foregoing Certificate of Limited Partnership for WP WAREHOUSE ASSOCIATES, LTD. was acknowledged before me this 15 day of May, 2003 by EUGENIO COSCULLUELA, JR. who ☒ 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
at Large

ALEJANDRO PUENTE

Print, Type or Stamp Name)

Commission No. CC 843019

My commission expires:

July 29, 2003

ACCEPTANCE OF REGISTERED AGENT

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

Dated: May 15, 2003

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
):SS
COUNTY MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared EUGENIO COSCULLUELA, JR., as President of WP WAREHOUSE CORP., a Florida corporation, the general partner of WP WAREHOUSE ASSOCIATES, LTD., (the "Affiant"), who, after first being duly sworn, under oath, deposes and states that:

1. Affiant is the duly appointed authorized President of WP WAREHOUSE CORP., a Florida corporation (the "Corporation").
2. The Corporation is the General Partner of a Limited Partnership to be formed under the Florida Revised Uniform Limited Partnership Act (1986) under the name WP WAREHOUSE ASSOCIATES, LTD.
3. The capital contribution and anticipated capital of the initial limited partners is \$2,750,000.00.
4. The Affiant is familiar with the nature of an oath and with the penalties 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 contents.

FURTHER AFFIANT SAYETH NAUGHT.

EUGENIO COSCULLUELA, JR.

The foregoing Affidavit for WP WAREHOUSE ASSOCIATES, LTD. was acknowledged before me this 15 day of May, 2003, by EUGENIO COSCULLUELA, JR. who ☒ 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
at Large

ALEJANDRO PUENTE
(Print, Type or Stamp Name)

Commission No. CC 843019
My commission expires: H03000195243 8
JULY 20, 2003