

Sent by: STEARNS WEAVER

305 789 3395;

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Florida Department of State
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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
Account Number : 076077002504
Phone : (305) 789-3200
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04 APR 19 PM 1:38

DIVISION OF CORPORATIONS

FLORIDA LIMITED PARTNERSHIP

W/B University Shopping Center, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$148.75

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JULY/2000
TALLAHASSEE, FLORIDA

04 APR 16 PM 2:15

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*Att. Debra Harvey
or
Tammie Klein
Thanks very much
Jeri*

H04000082409 3

CERTIFICATE OF LIMITED PARTNERSHIP

OF

W/B UNIVERSITY SHOPPING CENTER, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B UNIVERSITY SHOPPING CENTER, LTD., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

W/B UNIVERSITY SHOPPING CENTER, LTD.
2. The office and principal place of business for the Partnership currently is:

2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
3. The name and address of the agent for service of process on the Partnership are:

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.
c/o Richard E. Schatz
Museum Tower, Suite 2200
150 West Flagler Street
Miami, Florida 33130
4. The name and address of the sole General Partner of the Partnership are:

W/B University Shopping Center GP, LLC
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
5. The mailing address of the Partnership is:

2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133
6. The latest date upon which the Partnership shall dissolve is December 31, 2054.

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305 789 3395;

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APR 15 2004

4:04PM

CREC

NO. 678

P. 4/4

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: March 31, 2004

W/B UNIVERSITY SHOPPING CENTER
GP, LLC, as sole general partner

By: 

Warren P. Weiser, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., hereby accepts its appointment as registered agent for WB University Shopping Center, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: March ____, 2002

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

By: _____

Richard E. Schatz, for the Firm

H04000082409 3

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IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

Dated: March _____, 2004

W/B UNIVERSITY SHOPPING CENTER
GP, LLC, as sole general partner


By: _____
Warren P. Weiser, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., hereby accepts its appointment as registered agent for WB University Shopping Center, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 620.105.

Dated: March 30, 2004

STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.

By: 
Richard E. Schatz, for the Firm

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STATE OF FLORIDA
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NO. 678

P. 2/4

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

)

) SS:

COUNTY OF DADE

)

BEFORE ME, the undersigned authority, personally appeared Warren P. Weiser, as President of W/B University Shopping Center GP, LLC, a Florida limited liability company, as sole General Partner of W/B University Shopping Center, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.

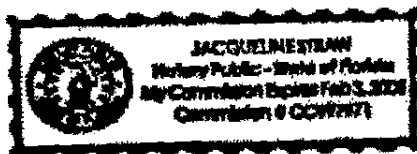
2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

W/B UNIVERSITY SHOPPING CENTER
GP, LLC, as sole General partner

By: 

Warren P. Weiser, President

The foregoing instrument was acknowledged before me this 5/ day of March, 2004, by Warren P. Weiser, as President of W/B University Shopping Center GP, LLC, a Florida limited liability company, as sole General Partner of W/B University Shopping Center, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.



JACQUELINE STRAWN

Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires: