

A05000000646

04/01/2005 14:52 FAX 305 358 5744

WHITE & CASE

001/005

Division of Corporations

Page 1 of 1

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000080191 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0383

From:

Account Name : WHITE & CASE  
Account Number : 075410002143  
Phone : (305) 371-2700  
Fax Number : (305) 358-5744

FLORIDA LIMITED PARTNERSHIP

WPB LAND, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$1,837.50

RECEIVED  
05 APR -1 PM 3:38  
DIVISION OF CORPORATION

2005 APR -1 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name	ATTN: M WAGNER
Availability	
Document Examiner	DCC
Uploader	POC
Acknowledgement	DCC

Electronic Filing Menu

Corporate Filing

Public Access Menu

TC  
\$15,840,000.00

<https://efile.sunbiz.org/scripts/efilecovr.exe>

4/1/2005

Fax Audit No. H05000080191

## CERTIFICATE OF LIMITED PARTNERSHIP

OF

WPB LAND, LTD.

The undersigned General Partner hereby forms a limited partnership pursuant to and in accordance with the Florida Revised Uniform Limited Partnership Act (Florida Statutes Section 620.101, et. seq.) as follows:

1. Name.

The name of the limited partnership (the "Partnership") is WPB LAND, LTD.

2. Registered Office.

The registered office of the Partnership in the State of Florida is White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

3. Registered Agent.

The name and address of the registered agent of the Partnership for service of process on the Partnership in the State of Florida is K. Lawrence Gragg, White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131.

4. General Partner.

The name and business address of the General Partner is as follows:

WPB ACQUISITION GP, LLC  
c/o 200 S. Biscayne Boulevard, Suite 4900  
Miami, FL 33131

5. Mailing Address.

The mailing address of the Partnership is c/o White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131.

FILED  
2008 APR - 1 9 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LOS - 29890

Fax Audit No. B05000080191

6. Dissolution.

The latest date upon which the Partnership will dissolve is December 31, 2050.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership as of the 31 day of March, 2005.

GENERAL PARTNER

WPB ACQUISITION GP, LLC

By: 

Diana Ibarra, President

FILED

2005 APR - 1 A 9 08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. H05000080191

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 620.192, the following is submitted:

WPB LAND, LTD. desiring to organize as a limited partnership under the laws of the State of Florida, has designated White & Case LLP, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131, as its initial Registered Office and has named K. Lawrence Gragg, located at said address as its initial Registered Agent.

WPB ACQUISITION GP, LLC  
General Partner

By:   
Diana Ibarria, President

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

By:   
Registered Agent

FILED  
2005 APR - 11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Fax Audit No. H05000080191

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned, personally appeared Diana Ibarria, President of WPB ACQUISITION GP, LLC, a Florida limited liability company, constituting the sole general partner of WPB LAND, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certified as follows:

1. The actual amount of capital contributions of the limited partners is \$15,840,000.00.
2. The total anticipated amount of the capital contributions of the limited partners is \$15,840,000.00.

This 31 day of March, 2005.

FURTHER AFFIANT SAYETH NOT.

Under 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:

WPB ACQUISITION GP, LLC

By: 

Diana Ibarria, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 APR - 1 A 9 08

FILED