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FLORIDA LIMITED PARTNERSHIP

W/B Estero II, Ltd.

Certificate of Status	1
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CERTIFICATE OF LIMITED PARTNERSHIP

OF

W/B ESTERO II, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B ESTERO II, 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 ESTERO II, 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 Estero II GP, LLC
2665 South Bayshore Drive, Suite 1002
Miami, Florida 33133

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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, 2055.

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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: September 8, 2005

W/B ESTERO II GP, LLC, as sole general partner

By: [Signature]
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 Estero II, 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: September ____, 2005

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

By: _____
Richard E. Schatz, for the Firm

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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: September ____, 2005

W/B ESTERO II 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 Estero II, 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: September 6, 2005

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

By:  _____
Richard E. Schatz, for the Firm

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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

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

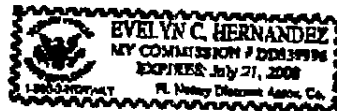
1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.

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 ESTERO II GP, LLC, as sole General
partner

By: Warren P. Weiser
Warren P. Weiser, President

The foregoing instrument was acknowledged before me this 9th day of September, 2005, by Warren P. Weiser, as President of W/B Estero II GP, LLC, a Florida limited liability company, as sole General Partner of W/B Estero II, Ltd., a Florida limited 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.



Print or Stamp Name: Evelyn C Hernandez
Notary Public, State of Florida at Large
Commission No.: DD339996
My Commission Expires: 7/21/08

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