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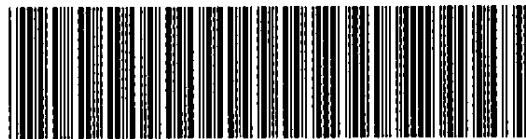
(Business Entity Name)

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TALLAHASSEE, FLORIDA

B. BOSTICK

DEC 26 2012

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Terracap CW Partners LP

Signature _____

Requested by: SETH

12/21/12

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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____ Fictitious Search _____
____ Fictitious Owner Search _____
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
TERRACAP CW PARTNERS, L.P.

The undersigned, as General Partner of a Limited Partnership formed under the laws of the State of Florida, Florida Statutes, Chapter 620, hereby sets forth and declares:

Article I
Name

The name of the Limited Partnership shall be **TERRACAP CW PARTNERS, L.P.**

Article II
Principal Office

The principal place for the transaction of the partnership business shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N6** and the mailing address shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N5**. That said, the limited liability limited partnership shall have the right and authority to do business at such other place or places within or without the State of Florida as the limited partnership may, by resolution, designate.

Article III
Purpose

The partnership may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article IV
Term of Existence

The existence of the partnership shall commence on the filing of this Certificate with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided in the partnership agreement or by law.

Article V
Registered Office and Agent

The street address of the initial registered office of this corporation is **1833 Hendry Street, Fort Myers, Florida 33901**, and the name of the initial registered agent of this corporation at that address is **CHARLES MANN, ESQ.**

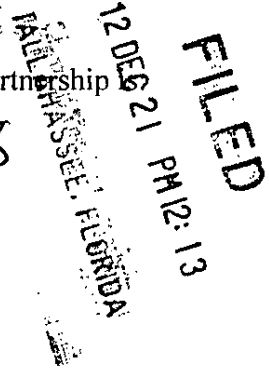
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Article VI
General Partner

The name and business address of the General Partner of this limited partnership

Terracap CW Developers, Inc.
100 Sheppard Avenue East, Suite 502
Toronto, Ontario, Canada M2N 6N5

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Article VII
No Limited Liability Limited Partnership

The Partnership shall be organized as a Limited Partnership. It is **NOT** the intention of the parties to organize a limited liability limited partnership.

IN WITNESS WHEREOF, I, Larry Krauss, being the President of Terracap CW Developers, Inc., the General Partner of TERRACAP CW PARTNERS, L.P., for the purpose of forming a limited partnership under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Certificate of Limited Partnership, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 19 day of December, 2012.

Larry Krauss
As President of Terracap CW Developers,
Inc., the General Partner

CITY Toronto)
STATE OF Ontario)
COUNTY OF North York)
PROVINCE

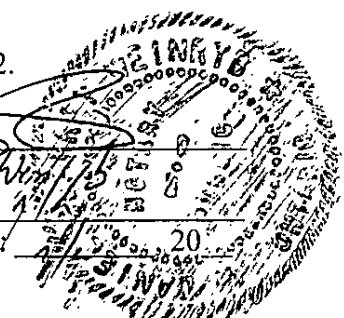
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared LARRY KRAUSS, who is known to me to be the person who made and subscribed to the foregoing Certificate of Limited Partnership, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 19th day of December, 2012.

Notary Public

My Commission No.: 11111111

My Commission Expires: 12/31/2015



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First—That **TERRACAP CW PARTNERS, L.P.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Limited Partnership, at **100 Sheppard Avenue East, Toronto, Ontario, Canada, M2N 6N5**, has named **CHARLES MANN, ESQ.**, located at 1833 Hendry St., City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

CHARLES MANN, Registered Agent

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REGISTERED AGENT
FLORIDA