

800-342-8086

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2605  
904-222-1171  
904-222-3931 FAX

800-342-2086

**A96000001611**

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96 AUG 30 AM 11: 36

TRUST & FINANCIAL SERVICES ACCOUNT NO. : 07210000000000000000 OF CORPORATION

REFERENCE : 071064 4311473

**AUTHORIZATION :**

COST LIMIT : \$ 140.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 30 PM 2:05

ORDER DATE : August 30, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 071064

CUSTOMER NO: 4311473

900001936709

CUSTOMER: Marcia Cox, Legal Assistant  
STEARNS WEAVER MILLER WEISSLER  
ALHADEFF & SITTERSON, P.A.  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: W/B FLAMINGO FALLS, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
 \_\_\_\_\_ PLAIN STAMPED COPY  
 \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

8/30/96  
BHC

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
W/B FLAMINGO FALLS, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 30 PM 2:05

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the General Partners of W/B Flamingo Falls, Ltd., a Florida limited partnership (the "Partnership"), hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

- I      The name of the Limited Partnership is:
- W/B Flamingo Falls, Ltd.
- II      The office and principal place of business for the Partnership currently is:
- 2665 South Bayshore Drive  
Suite 1002  
Miami, Florida 33133
- III      The name and address of the agent for service of process on the  
Partnership is:
- W/B Flamingo Falls Corp.  
2665 South Bayshore Drive  
Suite 1002  
Miami, Florida 33133
- IV      The name and address of the General Partner of the Partnership are:
- W/B Flamingo Falls Corp.  
2665 South Bayshore Drive  
Suite 1002  
Miami, Florida 33133
- V      The mailing address of the Partnership is:
- 2665 South Bayshore Drive  
Suite 1002  
Miami, Florida 33133
- VI      The latest date upon which the Partnership shall dissolve is December 31,

2025.

896000072483

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

DATED: August 28, 1996

W/B FLAMINGO FALLS CORP.,  
as General Partner

By: \_\_\_\_\_

Carol Greenberg Brooks,  
Vice President

FILED - STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
AUG 30 PM 2:05

STATE OF FLORIDA

)  
SS. )

COUNTY OF DADE

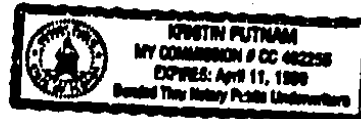
The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Aug., 1996 by Carol Greenberg Brooks, as Vice President of W/B Flamingo Falls Corp., General Partner of W/B Flamingo Falls, Ltd., who is personally known to me or who have produced a driver's license as identification and did (did not) take an oath.

John R. 2  
Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:



1:1W-COU31806V007/CERTIFIC

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

W/B Flamingo Falls Corp. hereby accepts its appointment as registered agent for Flamingo Falls, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: August 28<sup>th</sup>, 1996

W/B FLAMINGO FALLS CORP.

By   
Carol Greenberg Brooks,  
Vice President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 30 PM 2:05

1:W-C033106/007/CERTIFIC

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

FILED STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 AUG 30 PM 2:05

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF DADE       )

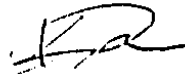
BEFORE ME, the undersigned authority, personally appeared Carol Greenberg Brooks, as Vice President of W/B Flamingo Falls Corp., a Florida corporation, as General Partner of W/B Flamingo Falls, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$990.
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.

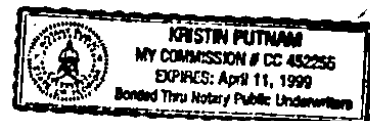
W/B FLAMINGO FALLS CORP.,  
General Partner

By:   
Carol Greenberg Brooks,  
Vice President

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of Aug., 1996 by Carol Greenberg Brooks, as Vice President of W/B Flamingo Falls Corp., a Florida corporation, as General Partner of W/B Flamingo Falls, 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.



Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.:  
My Commission Expires:



1AW-CO33R06V007\CERTIFIC

A96000001611

1201 HAYS STREET  
MALLAMASSEE, FL 32301-2608  
407-222-7171  
407-222-7172 FAX

800-342-8086



ACCOUNT NO. : 072100000032  
REFERENCE : 121534 4311473  
AUTHORIZATION : *Patricia Pyzdek*  
COST LIMIT : \$ 105.00

ORDER DATE : October 16, 1996

ORDER TIME : 9:34 AM

ORDER NO. : 121534-010

CUSTOMER NO: 4311473

800001977458--9

CUSTOMER: Marcia Cox, Legal Assistant  
Stearns Weaver Miller Weissler  
Museum Tower, Suite 2200  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: W/B FLAMINGO FALLS, LTD.

EFFECTIVE DATE:

XX CERTIFICATE OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT 16 PM 2:38

10/16/96

*BK*

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
W/B FLAMINGO FALLS, LTD.**

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
OCT 16 PM 12:38

Pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B FLAMINGO FALLS, LTD., a Florida limited partnership (the "Partnership"), do hereby execute and submit for filing with the Department of State, State of Florida this Certificate of Amendment to Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

W/B FLAMINGO FALLS, LTD.

2. The date of filing of the original Certificate of Limited Partnership was August 30, 1996.

3. Section I of the original Certificate of Limited Partnership is amended as follows:

"The name of the Limited Partnership is W/B Plantation West Limited Partnership."

IN WITNESS WHEREOF, the undersigned have signed this Certificate of Amendment to Certificate of Limited Partnership as the General Partner of the Partnership pursuant to the provisions

of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: October 14<sup>th</sup>, 1996

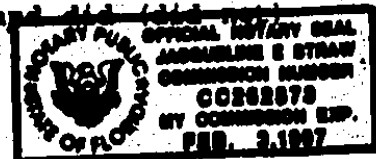
W/B FLAMINGO FALLS CORP.,  
a Florida corporation,  
as General Partner

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 OCT 16 PM 12:38

By [Signature]  
WARREN P. WEBER, PRESIDENT

STATE OF FLORIDA     )  
                              ) ss.  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of October, 1996, by WARREN P. WEBER, as PRESIDENT of W/B FLAMINGO FALLS CORP., a Florida corporation, as the General Partner of W/B FLAMINGO FALLS, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me or has produced a driver's license as identification and ~~has taken~~ take an oath.



JACQUELINE STRAW  
Print or Stamp Name:  
Notary Public, State of Florida at Large  
Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_