

12/09/96 MON 12:05 PM FAX 12/09/96 8677

GUNSTER YOAKLEY VALDES P

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12/09/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#:
076117000420

CONTACT: ROSE CARBONE

PHONE: (407)650-0726

FAX #: (407)655-5677

NAME: WOLS, LTD.

AUDIT NUMBER.....H96000017246

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 4

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96 DEC -9 PM 4: 21

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

H96000017246

**CERTIFICATE OF LIMITED PARTNERSHIP OF
WOLS, LTD.,
a Florida limited partnership**

The undersigned general partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.108, Florida Statutes, hereby certifies the following:

1. Name of Partnership. The name of the Partnership is as follows:

WOLS, Ltd.

2. Address of Record Keeping Office. The address of the record keeping office of the Partnership in the State of Florida is as follows:

3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

3. Registered Office and Agent. The name and address of the agent for service of process on the Partnership is as follows:

Valdes-Fauli Corporate Services, Inc.
777 S. Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

4. Name and Business Address of General Partner. The name and business address of the general partner is as follows:

EDH Corp.
3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

5. Mailing Address. The mailing address of the Partnership is as follows:

3100 N. Ocean Boulevard
Ft. Lauderdale, FL 33308

6. Latest Date Upon Which Partnership Is To Dissolve. The latest date upon which the Partnership is to dissolve is December 31, 2046.

David G. Bates, Esq. (FL Bar No. 0935451)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
777 S. Flagler Drive, Suite 500 East
West Palm Beach, FL 33401
(561) 655-1980

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12/08/96 MON 15:26 FAX 801 988 8877

GUNSTER YORLEY VALDES P

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IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed
by Howard Wolofsky, President of EDM Corp., a Florida corporation, as general partner of
WOLS, Ltd., this 28 day of December, 1996.

EDM CORP., a Florida Corporation,
General Partner of WOLS, LTD., a Florida
limited partnership

By: 
Howard Wolofsky
Es: President

96 DEC -9 PM 4: 21

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DIVISION OF CORPORATIONS

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Howard Wolofsky, President of EDH Corp., general partner of WOLS, Ltd., a Florida Limited Partnership (the "Partnership"), who certifies as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$7,500.
2. The limited partners do not anticipate making any additional capital contributions to the Partnership.

This 9th day of December, 1996.

FURTHER AFFIANT SAITH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

EDH CORP., a Florida Corporation, General Partner
of WOLS, LTD., a Florida limited partnership

By: Howard Wolofsky
Is: President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 9 PM 4:21

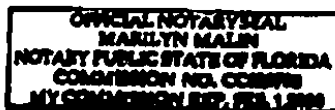
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Howard Wolofsky, President of EDH Corp., General Partner of WOLS, Ltd., known to me and known by me to be the person who executed the foregoing instrument, and he acknowledged to me and before me that he executed this instrument as General Partner of said partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9th day of December, 1996.

Marilyn Malin
Notary Public
State of Florida at Large
My Commission Expires:

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for WOLS, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Partnership and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

**VALDES-FAULI CORPORATE
SERVICES, INC.**

By: *Michael V. Mikrione*
Michael V. Mikrione, Vice President

0040285.02

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DIVISION OF CORPORATIONS
96 DEC - 9 PM 4: 22

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GUNSTER, YAKUBO, LEE, FALCH & STEINART
ATTORNEYS AT LAW

A96000002250

OUR FILE NUMBER: 17343.1

WRITER'S DIRECT DIAL NUMBER: (561) 655-0728

FILED
JUN 23 PM 4:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

June 20, 1997

Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: WOLS, Ltd.

700002220657--0
-06/23/97--01192--003
****105.00 ****105.00

Dear Sir or Madam:

Enclosed please find the following:

1. Original and a copy of the Amended Certificate of Limited Partnership for the above-referenced limited partnership.
2. Check in the amount of \$105.00 made payable to the Florida Department of State representing the filing fee for a basic amendment and a certified copy.

The original is to be filed in your office and the copy certified and returned to me in the self-addressed stamped envelope provided.

Very truly yours,

R. Carbone
Rose Carbone
Legal Assistant

Enclosures

cc: David G. Bates, Esq.

A96-2250

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Phillips Point
777 South Flagler Drive, Suite 500 East • West Palm Beach, FL 33401-6194
(561) 655-1980 Fax: (561) 655-5677 e-mail: clientservices@gunster.com
<http://www.gunster.com>

FORT LAUDERDALE • MIAMI • PALM BEACH • STUART • TALLAHASSEE • VERO BEACH • WEST PALM BEACH

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
WOLS, LTD.
a Florida limited partnership

FILED
97 JUN 23 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WOLS, Ltd. (the "Partnership"), a limited partnership organized and existing under and by virtue of the Florida Revised Uniform Limited Partnership Act, does hereby certify that:

A. The original Certificate of Limited Partnership was filed with the Florida Secretary of State on December 9, 1996.

B. This Amended Certificate of Limited Partnership is duly executed and being filed pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620.109, Florida Statutes.

C. The Certificate of Limited Partnership is hereby amended as follows:

4. Name and Business Address of General Partner. The names and business addresses of the general partners are as follows:

P96-99041
EDH Corp.
3400 N.E. 34th Street
Suite 101
Ft. Lauderdale, FL 33308

P97-16368
EDB Corp.
3400 N.E. 34th Street
Suite 101
Ft. Lauderdale, FL 33308

5. Mailing Address. The mailing address of the partnership is as follows:

3400 N.E. 34th Street, Suite 101
Ft. Lauderdale, FL 33308

This Amended Certificate of Limited Partnership has been executed by the general partners of WOLS, Ltd. this 17th day of June, 1997.


GENERAL PARTNERS:

EDH CORP., a Florida Corporation

By: 
Howard Wolofsky, President

AND

EDB CORP., a Florida Corporation

By: 
Robert Burstein, President

GUNSTER, YOUNG, M... STUART, FL
ATTORNEYS AT LAW

A96000002250

OUR FILE NUMBER: 17343.1

WRITER'S DIRECT DIAL NUMBER: (561) 650-0726

June 20, 1997

Via Federal Express

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

600002220656--3
-06/23/97--01192--002
***1802.50 ***1802.50

Re: WOLS, Ltd.

Dear Sir or Madam:

Enclosed please find the following:

1. Original and a copy of the Supplemental Affidavit of Capital Contributions for the above-referenced limited partnership.
2. Check in the amount of \$1802.50 made payable to the Florida Department of State representing the filing fee for the Supplemental Affidavit of Capital Contributions based on the maximum capital contributions and a certified copy.

The original is to be filed in your office and the copy certified and returned to me in the self-addressed stamped envelope provided.

Very truly yours,

R. Carbone
Rose Carbone
Legal Assistant

Enclosures

cc: David G. Bates, Esq.

Phillips Point
777 South Flagler Drive, Suite 500 East • West Palm Beach, FL 33401-6194
(561) 655-1980 Fax: (561) 655-5677 e-mail: clientservices@gunster.com
<http://www.gunster.com>

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Updater Verifier	<i>R. Carbone</i>
Acknowledgement	<i>R. Carbone</i>
W. P. Verifier	<i>R. Carbone</i>

SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the Undersigned, personally appeared Howard Wolofsky, President of EDH Corp., a Florida corporation, as a general partner of WOLS, Ltd., a Florida limited partnership (the "Partnership"); and Robert Burstein, President of EDB Corp., a Florida corporation, as a general partner of the Partnership, who certify as follows:

1. The total amount of capital contributions of the limited partners to the Partnership is \$662,500.
2. The limited partners anticipate additional capital contributions to the Partnership of \$1,750,000.

This 17th day of June, 1997.

FURTHER AFFIANTS SAITH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

WOLS, LTD., a Florida limited partnership

By: EDH Corp., a Florida corporation

By: HW
Howard Wolofsky, President

AND

By: EDB Corp., a Florida corporation

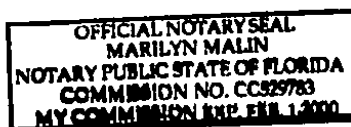
By: [Signature]
Robert Burstein, President

STATE OF FLORIDA)
)SS.
COUNTY OF BROWARD)

BEFORE ME, the Undersigned, personally appeared Howard Wolofsky, President of EDH Corp., a Florida corporation, as a general partner of WOLS, Ltd.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of June, 1997.

Marilyn Malin
Notary Public
State of Florida at Large
My Commission Expires:

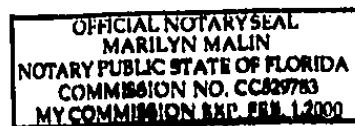


STATE OF FLORIDA)
COUNTY OF BROWARD)SS.

BEFORE ME, the Undersigned, personally appeared Robert Burstein, President of EDB Corp., a Florida corporation, as a general partner of WOLS, Ltd., a Florida limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of June, 1997.

Marilyn Malin
Notary Public
State of Florida at Large
My Commission Expires:



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FILED
97 JUN 23 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA