



**THE UNITED STATES
CORPORATION
COMPANY**

A97000002393

ACCOUNT NO. : 072100000032

REFERENCE : 584073 - 4303929

AUTHORIZATION :

COST LIMIT : \$ 140.00

FILED
97 OCT 31 PM 1:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : October 30, 1997

ORDER TIME : 1:33 PM

ORDER NO. : 584073-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: W/B OMNI, LTD.

6000002334166--6

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

Name	
Availability	kwm
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acknowledgement	KWM
W. P. Verifier	KWM

w97-24762

RECEIVED
97 OCT 30 PM 2:02
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 30, 1997

CSC
ATTN: KIM CLEMONS
TALLAHASSEE, FL

SUBJECT: W/B OMNI, LTD.
Ref. Number: W97000024762

FILED
97 OCT 31 PM 4:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
File

We have received your document for W/B OMNI, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

Every corporation, limited partnership, general partnership, limited liability company or trust listed as a general partner of a limited partnership, general partnership, or registered limited liability partnership must have an active registration/filing on file with this office before this filing will be completed. We are enclosing the appropriate instructions and/or forms for your convenience.

✓ Please entitle the affidavit (Affidavit of Capital Contributions),

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 597A00052791

RECEIVED
97 OCT 31 PM 3:22
DIVISION OF CORPORATION

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
W/B OMNI, LTD.**

FILED
97 OCT 31 PM 4:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986), and §620.108 of the Florida Statutes, the undersigned, being the sole General Partner of W/B OMNI, LTD., hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is W/B OMNI, LTD.
2. The business address and the mailing address of the limited partnership is 2665 South Bayshore Drive, Suite 1002, Miami, Florida 33133.
3. The name of the registered agent for service of process required by §620.105 of the Florida Statutes is:

Corporation Service Company

4. The Florida street address for the registered agent is:

**1201 Hays Street
Tallahassee, FL 32301**

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of W/B OMNI, LTD., at the place designated in this Certificate of Limited Partnership of W/B OMNI, LTD., I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by §620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY,
Registered Agent

By: _____

Its: Laura R. Dunlap

Dated: October 30, 1997.

6. The name and business address of the general partner is as follows:

W/B OMNI Corp.
2665 South Bayshore Drive
Suite 1002
Miami, FL 33133

P97000081275-

7. The latest date upon which the limited partnership is to dissolve is December 31, 2047.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on the __ day of September, 1997 in accordance with §620.114 of the Florida Statutes.

W/B OMNI CORP.,
General Partner



Warren Weiser, Secretary

AFFIDAVIT

OF CAPITAL CONTRIBUTIONS


THE UNDERSIGNED, constituting the sole general partner of W/B OMNI, LTD., a Florida Limited Partnership, hereby certifies as follows:

1. The amount of capital contributions to date of the limited partners is: \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals **\$100.00**.

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.

W/B OMNI CORP.,
General Partner



Warren Weiser, Secretary