

A97000002851



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 648884 9081A

AUTHORIZATION :

Patricia Pizots

COST LIMIT : \$1837.50

ORDER DATE : December 24, 1997

ORDER TIME : 10:38 AM

ORDER NO. : 648884-005

CUSTOMER NO: 9081A

200002382572--0

CUSTOMER: Ms. Laura G. Maclean
MACLEAN & EMA

2600 Ne 14th Street Causeway

Pompano Beach, FL 33062

DOMESTIC FILING

NAME: W.A., LTD.

EFFECTIVE DATE:

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: Karen B. Rozar

EXAMINER'S INITIALS:

SA

FILED
97 DEC 24 PM 1:33
DIVISION OF CORPORATIONS
97 DEC 24 PM 2:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
OF W.A., LTD.

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, certify as follows:

- (1) **Name of Limited Partnership.** The name of the Limited Partnership is W.A., LTD.
- (2) **Office for Maintenance of Business Records.** The address of the office at which the records of the Limited Partnership will be kept, as required by Section 620.106 of the Florida Statutes is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (3) **Agent for Service of Process.** The name and address of the Partnership's agent for service of process in Florida is Laura G. MacLean, Esquire, C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (4) **General Partner.** The name and business address of each General Partner in the Limited Partnership is as follows:

Name	Business Address
Karen Artzt	900 Redbud Trail Austin, TX 78746-3536
Paulette Howard	6274 NW 23rd Way Boca Raton, Florida 33496

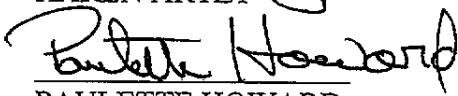
- (5) **Address of Partnership.** The mailing address of the Limited Partnership is C/O MacLean and Ema, 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.
- (6) **Date of Dissolution.** The latest date on which the Limited Partnership is to dissolve is December 31, 1997.

Dated: Dec. 23, 1997

Pompano Beach, Florida

GENERAL PARTNERS


KAREN ARTZT


PAULETTE HOWARD

RESIDENT AGENT


LAURA G. MACLEAN

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

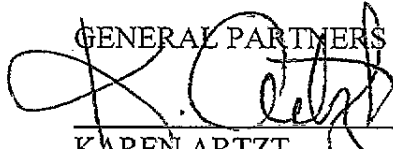
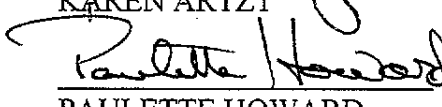
The undersigned who are the only General Partners of W.A., LTD., declares that the capital contributions of all the Limited Partners in the Partnership are as follows:

- (1) The Limited Partners have made capital contributions in the following amounts:

<u>Name of Limited Partner</u>	<u>Amount of Contribution</u>
KAREN ARTZT	\$5,500
PAULETTE HOWARD	\$5,500
WALTER ARTZT	\$1,089,000

- (2) There are no additional capital contributions that are contemplated at this time.


Dated: Dec. 23, 1997
Pompano Beach, Florida

GENERAL PARTNERS

KAREN ARTZT

PAULETTE HOWARD

State of Texas

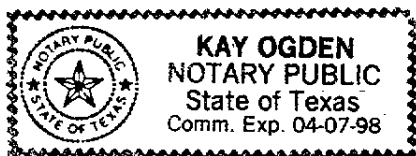
County of Travis

SWORN TO and subscribed before me this is 18th day of December
1997, by KAREN ARTZT, who is personally known to me.


NOTARY PUBLIC/ State of Texas

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DIVISION OF CORPORATIONS
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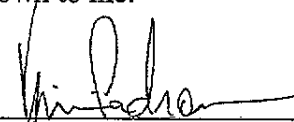
My Commission expires: 4-7-98



State of Florida

County of Palm Bch.

SWORN TO and subscribed before me this is 23 day of December,
1997, by PAULETTE HOWARD, who is personally known to me.



NOTARY PUBLIC/ State of Florida

My Commission expires:



VIVIAN PADRON
MY COMMISSION # CC450209 EXPIRES
April 6, 1999
BONDED THROUGH FARM INSURANCE INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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