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LAW OFFICES
BRADY & COKER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
1318 SOUTHEAST 2ND AVENUE
FORT LAUDERDALE, FLORIDA 33316

JAMES C. BRADY, P.A.*
RICHARD G. COKER, JR., P.A.
ROD A. FEINER

TELEPHONE (954) 761-1404
TELEFAX (954) 761-1489

December 31, 1997

* JAMES C. BRADY
ALSO MEMBER: VIRGINIA BAR AND
BAR OF THE DISTRICT OF COLUMBIA

WASHINGTON D.C.
TELEFAX (202) 547-0883

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****140.00 ****140.00

Re: West Pines Associates Limited

Dear Sir or Madame:

Enclosed please find a check in the amount of \$140.00, together with the following original documents:

1. Certificate of Limited Partnership of West Pines Associates Limited; and
2. Affidavit

Also enclosed please find a self-addressed, stamped envelope for your use in returning a certified copy to our office.

Please call our office should you require anything further in this regard.

Sincerely,

Name	
Reliability	
Document	RICHARD G. COKER, JR.
Signature	For the Firm DCC
Witness	RGC-fj DCC
Witness	Enc. DCC
Verifier	DCC
Witness	Document DCC
Verifier	DCC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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\$1,000.00

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* JAMES C. BRADY
ALSO MEMBER: VIRGINIA BAR AND
BAR OF THE DISTRICT OF COLUMBIA

WASHINGTON D.C.
TELEFAX (202) 547-0863

January 5, 1998

Via Facsimile and Federal Express (Tracking No. 5056667770)

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

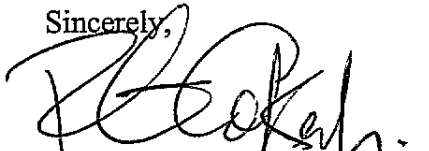
Re: West Pines Associates Limited

Dear Sir or Madame:

As my office has discussed with you today, an incorrect first page of the Certificate of Limited Partnership of West Pines Associates Limited was sent to you with the filing fees and other documentation. I am enclosing the correct first page of the Certificate and request that you substitute this page for the incorrect page. Please do not form this limited partnership with the incorrect first page.

Thank you for your cooperation in resolving this error.

Sincerely,


RICHARD G. COKER, JR.
For the Firm

RGC:fj
Enc.

W98-315

**CERTIFICATE OF LIMITED PARTNERSHIP OF
WEST PINES ASSOCIATES LIMITED**

THIS CERTIFICATE OF LIMITED PARTNERSHIP made this 30 day of December, 1997, by **WEST PINES ASSOCIATES, INC.**, a Florida corporation, as General Partner (the "General Partner").

W I T N E S S E T H :

1. **Formation of Partnership.** The parties agree to enter into this Partnership to be formed pursuant to the provisions of the Uniform Limited Partnership Law, Chapter 620, Part I, Florida Statutes, which shall govern the rights and liabilities of the parties, except as expressed below and in the Agreement of Limited Partnership.

2. **Name, Principal Office and Mailing Address.** The business of the Partnership shall be conducted under the name of "West Pines Associates Limited." The principle office and the mailing address of the Partnership and agent for service of process is mailing address shall be 12000 Biscayne Boulevard, Penthouse 810, Miami, FL 33181. The agent for service of process is the president of the general partner, R. Scott Ireland.

3. **Nature of Business.**

A. To conduct business, hold, mortgage, sell, convey, lease or otherwise dispose of real or personal property.

B. To contract debts and borrow money, issue, sell, place bonds, debentures, notes and other evidences of debts, and execute mortgages, transfers of Partnership property or other instruments to secure the payment of Partnership indebtedness.

C. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of capital stock, bonds, securities or other evidences of indebtedness created by any person, firm or corporation, and while the owner of such stock, exercise all of the rights, powers and privileges of ownership, including the right to vote the stock.

D. To purchase the assets of any other person, firm or corporation and engage in the same or other character of business.

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TALLAHASSEE, FLORIDA

E. To enter into, make and perform contracts for any lawful purpose pertaining to the business of the Partnership without limit as to amount, with any person, firm, syndicate, association, corporation or governmental entity, domestic or foreign.

F. To exercise all powers of like partnerships confirmed by the laws of the State of Florida.

The purposes listed above shall not limit or restrict this Partnership.

4. **Name and Address of General Partner.** The name and address of the General Partner is: West Pines Associates, Inc., 12000 Biscayne Boulevard, Penthouse 810, Miami, FL 33181. P97000107988

5. **Latest Date Upon Which Limited Partnership is to Dissolve.** The latest date upon which the Partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, we have signed this Certificate this 30th day of December, 1997.

GENERAL PARTNER:

WEST PINES ASSOCIATES, INC.
Florida corporation, General Partner

By: [Signature]

R. SCOTT IRELAND
President

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

The foregoing instrument was acknowledged before me this 30th day of December, 1997, by R. SCOTT IRELAND, as President of WEST PINES ASSOCIATES, INC., General Partner of WEST PINES ASSOCIATES LIMITED, who is personally known to me or who has produced _____ as identification and who did not take an oath.

[Signature]
Signature of Notary Public



KIM WEBER
My Commission CC482872
Expires Jan. 03, 1999

(Print, type or stamp name of
Notary & Commission No.)

AFFIDAVIT

STATE OF FLORIDA :
: SS.
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, personally appeared R. SCOTT IRELAND, President of WEST PINES ASSOCIATES, INC., a Florida corporation, General Partner of WEST PINES ASSOCIATES LIMITED, who, after being duly sworn, deposes and says:

1. That he is the President of West Pines Associates, Inc., a Florida corporation, General Partner of West Pines Associates Limited, a Florida Limited Partnership, and his business address is 12000 Biscayne Boulevard, Penthouse 810, Miami, FL 33181.

2. The amount of capital contribution contributed by and anticipated to be contributed by the Limited Partners is One Thousand (\$1,000.00) Dollars.

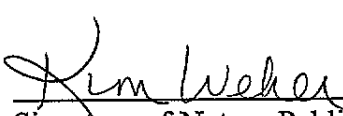
3. The liability of any Limited Partner for any debts or obligations of or to the Partnership at any time shall be limited to the amount then contributed by him to the capital of the Partnership in his share in the undistributed net profits.

FURTHER AFFIANT SAYETH NAUGHT.



R. SCOTT IRELAND
President of WEST PINES ASSOCIATES,
INC., a Florida corporation, General Partner

SWORN TO AND SUBSCRIBED before me this 30 day of December, 1997.



Signature of Notary Public



KIM WEBER
My Commission CC482872
Expires Jan. 03, 1999

(Print, type or stamp name of Notary and
Commission No.)