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THOMSON MURARO

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FROM: THOMSON MURARO RAZOOK & HUNT, P.A.
CONTACT: ANA COZ
PHONE: (305)350-7200

ACCT#: 102556003002

FAX #: (305)374-1005

NAME: WRH WINSTON, LTD.

AUDIT NUMBER.....H98000006832

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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DIVISION OF CORPORATIONS

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

PURSUANT TO SECTION 620.108, FLORIDA STATUTES

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following:

1. The name of the limited partnership is **WRH Winston, Ltd.**
2. The mailing address and office of the Partnership is:

100 Second Avenue South, Suite 904
St. Petersburg, Florida 33701
3. The name and address of the agent for service of process on the Partnership is:

Bonnie Germain
100 Second Avenue South, Suite 904
St. Petersburg, Florida 33701
4. The name and business address of the sole general partner is as follows:

WRH Properties, Inc. *893-36337*
100 Second Avenue South, Suite 904
St. Petersburg, Florida 33701
5. The latest date upon which the Partnership shall dissolve is December 31, 2047.

Richard J. Razook
Florida Bar No. 207470
Thomson Muraro Razook & Hart, P.A.
1700 Sun Bank International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

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Under penalties of perjury the undersigned general partner declares that it has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

Dated this 9th day of April, 1998.

WRH Properties, Inc.
Sole General Partner

By: [Signature]
Name/Title: Brad Salzer, Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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

REGISTERED AGENT:

By: [Signature]
Bonnie German

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF WRH WINSTON, LTD.**

STATE OF FLORIDA)
COUNTY OF Pinellas)

FILED
98 APR 10 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BEFORE ME, the undersigned personally appeared Bradley S. Salzer as Vice President of WRH Properties, Inc., a Florida corporation, constituting the sole general partner of WRH Winston, Ltd., a Florida limited partnership (the "Partnership"), who upon being duly sworn, certified as follows:

1. The amount to date of capital contributions of the limited partners to the Partnership is \$50,000.00
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$50,000.

Under penalties of perjury the undersigned declares that he has read the foregoing, knows the contents thereof and that the facts stated herein are true and correct.

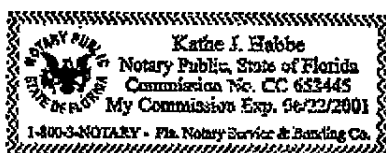
Date: April 9th, 1998

WRH Properties, Inc.
Sole General Partner

By: [Signature]
Name: Title: Bradley S. Salzer, Vice President

SWORN TO AND SUBSCRIBED before me this 9th day of April, 1998 by Bradley S. Salzer, as Vice President of WRH Properties, Inc., a Florida corporation, in its capacity as the sole general partner of WRH Winston, Ltd., a Florida limited partnership, on behalf of the corporation, as an act of the partnership. He X (a) is personally known to me, or (b) has produced as identification.

My commission expires:



[Signature]
Notary Public - State of Florida
Name: Kathe J. Habbe

[Seal]

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