

A98000001212

FILING COVER SHEET

REFERENCE:

0163.2493

DATE:

14 MAY 98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

TWC Fifty-four, LTD.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 11:48

STATE PREPAID WITH CHECK # 2457 FOR \$ 96.25

PLEASE FILE:

() ARTICLES OF INC.

() AMENDMENT

() DISSOLUTION

() ANNUAL REPORT

() MERGER

() WITHDRAWAL

() QUALIFICATION

(X) LIMITED PARTNERSHIP () ANNUAL REPORT

() FICTITIOUS NAME

() LIMITED LIABILITY

() REINSTATEMENT

() TRADEMARK/SERVICE () UCC-1

() UCC-3

PROVIDE US WITH:

() CERTIFIED COPY

(X) CERTIFICATE OF STATUS

(X) STAMPED COPY

Examiner's Initials

RECEIVED

98 MAY 14 AM 10:33

DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

700002523167--4

-05/14/98--01042--003

*****36.25 *****36.25

BK
5/14/98

CERTIFICATE OF
LIMITED PARTNERSHIP OF
TWC FIFTY-FOUR, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
98 MAY 14 AM 11:48

The undersigned hereby executes and swears to this Certificate of Limited Partnership for the purpose of forming a limited partnership under the laws of the State of Florida.

1. Name of Partnership. The name of the Partnership shall be TWC FIFTY-FOUR, LTD.

2. Address of Recordkeeping Office; Agent for Service of Process. The records to be kept pursuant to Florida Statute Section 620.106 shall be located at 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of the Partnership's agent for service of process at said address is Stephen J. Mitchell.

3. Name and Business Address of the General Partner. The name and address of the General Partner are as follows:

<u>Name</u>	<u>Address</u>
TWC INVESTMENT COMPANY, a Florida corporation	6200 Courtney Campbell Causeway Suite 600 Tampa, Florida 33607

688827
4. Mailing Address for the Limited Partnership. The mailing address for the Limited Partnership shall be located at 6200 Courtney Campbell Causeway, Suite 600, Tampa, Florida 33607.

5. Term. The term for which the Partnership is to exist shall be thirty (30) years from the filing of this Certificate in the Office of the Secretary of State of the State of Florida, unless sooner terminated in accordance with a Limited Partnership Agreement for TWC FIFTY-FOUR, LTD.

DATED this 13th day of May, 1998.

GENERAL PARTNER:

TWC INVESTMENT COMPANY,
a Florida corporation

By: [Signature]
Stephen J. Mitchell
Assistant Secretary

FILED STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 11:48

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 13th day of May, 1998, by **Stephen J. Mitchell**, as Assistant Secretary of TWC INVESTMENT COMPANY, a Florida corporation, who is personally known to me, ~~or who has produced~~ _____ as identification and who did take an oath.

Marga Jones
NOTARY PUBLIC
Name: Marga Jones
Commission No. _____
My Commission Expires: _____

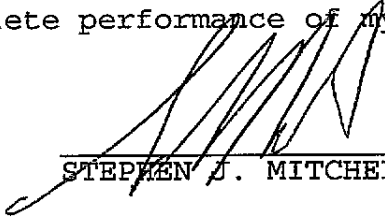
1088-001-0508965.01



Marga Jones
MY COMMISSION # CC595014 EXPIRES
December 26, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Limited Partnership, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


STEPHEN J. MITCHELL

1088-001-0508965.01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 14 AM 11:48

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

I, STEPHEN J. MITCHELL, the Assistant Secretary of TWC INVESTMENT COMPANY, the sole general partner of **TWC FIFTY-FOUR, LTD.**, a Florida limited partnership, hereinafter referred to as the "Partnership," who, upon being sworn, certifies as follows:

(a) The limited partners have contributed a total of \$10.00 of capital to the Partnership.

(b) It is anticipated that no additional contributions shall be contributed by the limited partners in the future.

This 13th day of May, 1998.

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.

GENERAL PARTNER:

TWC INVESTMENT COMPANY,
a Florida corporation

By: [Signature]
Stephen J. Mitchell
Assistant Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing was acknowledged before me this 13th day of May, 1998, by **Stephen J. Mitchell**, as Assistant Secretary of TWC INVESTMENT COMPANY, a Florida corporation, who is personally known to me, ~~or who has produced~~ _____ as identification and who did take an oath.

Marga Jones
NOTARY PUBLIC
Name: Marga Jones
Commission No. _____
My Commission Expires: _____

