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FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 JUN -4 PM 3:46

June 3, 1998

VIA: COURIER

Division of Corporations  
Department of State  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

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-06/04/98--01055--015  
\*\*\*1846.25 \*\*\*1846.25

Subject: WenSouth Sarasota, Ltd.

Dear Sir or Madam:

Enclosed please find the following in connection with above-referenced limited partnership --

1. Original and photocopy of Certificate of Limited Partnership;
2. Original and photocopy of Acceptance of Registered Agent;
3. Original and photocopy of Affidavit of Capital Contributions; and
4. Our check in the amount of \$1,846.25 in payment of the required fee including the cost of a certified copy and Certificate of Status.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Mrs. Marlis J. Spear  
Legal Assistant

/mjs

Enclosures

cc: James E. L. Seay, Esq.

.FATX013LTRPARTNER.SS

RECEIVED  
98 JUN -4 PM 2:51  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B/H  
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WenSouth Sarasota, Ltd.

CERTIFICATE OF LIMITED PARTNERSHIP

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The undersigned General Partner files this Certificate of Limited Partnership of WenSouth Sarasota, Ltd. with the Florida Department of State in order to form a Limited Partnership pursuant to §620.108 of the Florida Revised Limited Partnership Act (1986) (the "Act").

1. Name. The name of the limited partnership is WenSouth Sarasota, Ltd.

2. General Partner. The name and the business address of the General Partner of the Limited Partnership is:

WenVest II, Inc.  
5401 Kirkman Road, Suite 725  
Orlando, Florida 32819

PPY000050265

3. Recordkeeping Office. The address of the office at which the records of the partnership are maintained pursuant to the Act is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

4. Registered Agent and Registered Office. The name and address of the agent for service of process is:

Rashid A. Khatib  
5401 Kirkman Road, Suite 725  
Orlando, Florida 32819

5. Partnership Mailing Address. The mailing address for the limited partnership is 5401 Kirkman Road, Suite 725, Orlando, Florida 32819.

6. Latest Dissolution Date. The latest date upon which the limited partnership is to dissolve is December 31, 2030.

7. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

7.1 The execution of this Certificate by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

7.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Certificate; and

7.3 If, after the execution of this Certificate, the General Partner knows that any arrangement or other fact described

in this Certificate has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Certificate to be cancelled or amended, or file a petition for its cancellation or amendment pursuant to the Act.

Executed this 2nd day of June, 1998.

WenVest II, Inc.,  
General Partner

By: 

Rashid A. Khatib,  
President

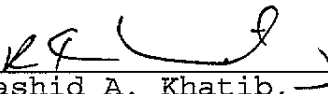
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WenSouth Sarasota, Ltd.

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited partnership at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated this 2nd day of June, 1998.

  
\_\_\_\_\_  
Rashid A. Khatib,  
Registered Agent

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WenSouth Sarasota, Ltd.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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1. Capital Contributions. The undersigned General Partner of WenSouth Sarasota, Ltd. declares the total amount of the Capital Contributions of the Limited Partners to the Limited Partnership to be Two Hundred Fifty Thousand Dollars (\$250,000.00) and the total amount of Capital Contributions contributed and anticipated at this time to be contributed by the Limited Partners to the Limited Partnership to be Two Hundred Fifty Thousand Dollars (\$250,000.00).

2. Affirmation. The General Partner hereby acknowledges that pursuant to the Act:

2.1 The execution of this Affidavit by the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

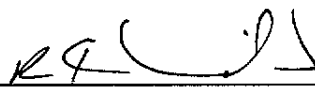
2.2 The General Partner accepts the liability imposed by the Act on a General Partner for a false statement contained in this Affidavit.

2.3 If, after the execution of this Affidavit, the General Partner knows that any fact described in this Affidavit has changed, making the statement inaccurate in any material respect, the General Partner will forthwith cause this Affidavit to be supplemented by filing a supplemental affidavit with the Department of State pursuant to the Act.

Executed by the General Partner on the date set forth below.

WenVest II, Inc.,  
a Florida corporation

Date: June 2, 1998

By:   
Rashid A. Khatib,  
President