



THE UNITED STATES
CORPORATION
COMPANY

A98000001732

ACCOUNT NO. : 072100000032

REFERENCE : 897620 4329479

AUTHORIZATION :

Patricia Pizoto

COST LIMIT : \$ 140.00

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL 20 PM 8:02

ORDER DATE : July 20, 1998

ORDER TIME : 3:02 PM

ORDER NO. : 897620-005

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

File 1st

DOMESTIC FILING

NAME: WCE LIMITED

700002593597--7

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:

BK 7/20/98

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98 JUL 20 PM 4:06
F-30

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
WCE LIMITED
A FLORIDA LIMITED PARTNERSHIP**

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The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is WCE Limited, a Florida limited partnership.

2. The address of the office of the limited partnership is 11 Church Street, Suite 200, Toronto, Ontario M5E 1W1 Canada.

3. The name and address of the agent for service of process on the limited partnership is A.G.C. Co., 200 South Orange Avenue, 2300 SunTrust Center, Orlando, Florida 32801.

4. The name and business address of the General Partner is:

WCE Florida, Inc.
11 Church Street
Suite 200
Toronto, Ontario M5E 1W1
Canada

99800062790

5. The mailing address of the limited partnership is:

WCE Florida, Inc.
11 Church Street
Suite 200
Toronto, Ontario M5E 1W1
Canada

6. The latest date upon which the limited partnership shall dissolve is forty (40) years from the date of approval of this Certificate.

7. See attached Affidavit of Limited Partner's Capital Contributions.

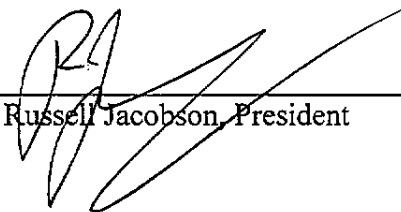
The execution of the Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been
executed by the General Partner this 16 day of July, 1998.

"General Partner"

WCE Florida, Inc.

By: _____


Russell Jacobson, President

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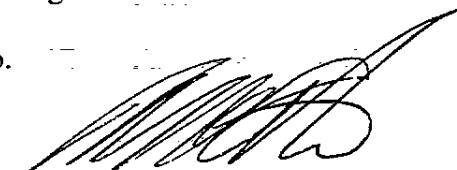
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process and serve as registered agent for
WCE Limited, a Florida limited partnership, in the foregoing Certificate of Limited Partnership,
the undersigned, by and through its duly elected officer, hereby agrees to accept service of
process for said limited partnership and to comply with any and all statutes relative to the
complete and proper performance of the duties of registered agent.

"Registered Agent"

A.G.C. Co.

By: _____


Richard T. Fulton
Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of WCE Limited, a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partner is \$99.00.
2. The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$99.00.

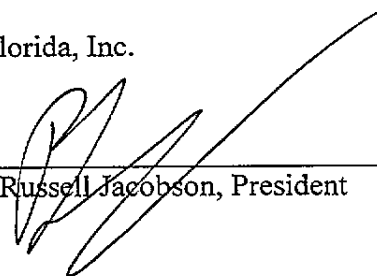
FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the contents thereof and that the facts stated herein are true and correct, to the best of my knowledge and belief.

Dated: July 16, 1998.

"General Partner"

WCE Florida, Inc.

By: 
Russell Jacobson, President