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CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

TWC Fifty-Three Partners, Ltd.

STATE FEES PREPAID WITH CHECK # 3598 FOR \$ 140.00

PLEASE FILE:

400002685524--3

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\*\*\*140.00 \*\*\*140.00

( ) 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

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
TWC FIFTY-THREE PARTNERS, LTD.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:02

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-THREE PARTNERS, 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. 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 Fifty-Three, Inc., a Florida corporation	6200 Courtney Campbell Causeway Suite 600 Tampa, Florida 33607

4. Mailing Address for the Limited Partnership. The mailing address for the 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 the Partnership.

DATED this 10<sup>th</sup> day of November, 1998.

**GENERAL PARTNER:**

TWC FIFTY-THREE, INC., a Florida  
corporation

By: 

Stephen J. Mitchell, Assistant Secretary

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named 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

Dated: November 10, 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 NOV 12 PM 1:02

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

I, Stephen J. Mitchell, being the Assistant Secretary of TWC Fifty-Three, Inc., a Florida corporation, as the sole general partner of TWC FIFTY-THREE PARTNERS, LTD., a Florida limited partnership (hereinafter referred to as the "Partnership"), upon being sworn, do hereby certify as follows:

1. The limited partner of the Partnership has contributed \$10.00 of capital to the Partnership.

2. It is anticipated that no additional capital shall be contributed to the capital of the Partnership by the limited partner(s) in the future.

This 10<sup>th</sup> day of November, 1998.

FURTHER AFFLIANT 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 FIFTY-THREE, INC., a Florida  
corporation

By: 

Stephen J. Mitchell, Assistant Secretary