



THE UNITED STATES
CORPORATION
COMPANY

A98000002577

ACCOUNT NO. : 072100000032

REFERENCE : 034422 6519A

AUTHORIZATION :

COST LIMIT : ~~\$1837.50~~

Patricia Piguit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 17 PM 3:14

ORDER DATE : November 17, 1998

ORDER TIME : 12:18 PM

ORDER NO. : 034422-010

CUSTOMER NO: 6519A

900002689479--1

CUSTOMER: Douglas Bowdoin, Esq
SMITH MACKINNON GREELEY
SMITH MACKINNON GREELEY
P. O. Box 2254

Orlando, FL 32802-2254

DOMESTIC FILING

NAME: WDSP LAND HOLDINGS, LTD.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
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: Robert Maxwell

EXAMINER'S INITIALS: _____

File 2ND

(4)

DIVISION OF CORPORATION

98 NOV 17 PM 1:06

RECEIVED

R/K
11/17/98

**CERTIFICATE OF LIMITED PARTNERSHIP OF
WDSP LAND HOLDINGS, LTD.**

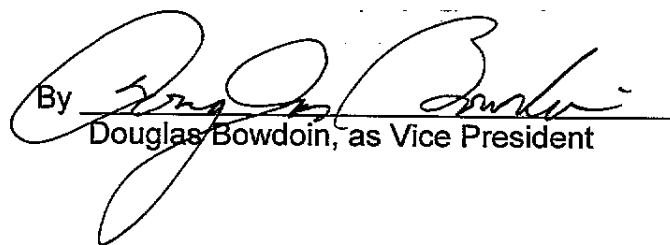
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DIVISION OF CORPORATIONS
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1. The name of the limited partnership is WDSP Land Holdings, Ltd.
2. The business address of the limited partnership is c/o Douglas Bowdoin, 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.
3. The name and address of the agent for service of process is:

Douglas Bowdoin
255 South Orange Avenue, Suite 800
Orlando, FL 32801
4. The general partner of the limited partnership is WDSP, Inc., which has a business address of c/o Douglas Bowdoin, 255 South Orange Avenue, Suite 800, Orlando, Florida 32801. *pg800096756*
5. The mailing address for the limited partnership is c/o Douglas Bowdoin, 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.
6. The latest date upon which the limited partnership is to dissolve is December 31, 2100.

Signed this 16th day of November, 1998, by WDSP, Inc., sole general partner of WDSP Land Holdings, Ltd.

WDSP, INC., a Florida corporation,
as sole general partner of
WDSP Land Holdings, Ltd.

By 
Douglas Bowdoin, as Vice President

AFFIDAVIT OF CAPITAL CONTRIBUTION

State of Florida
County of Orange

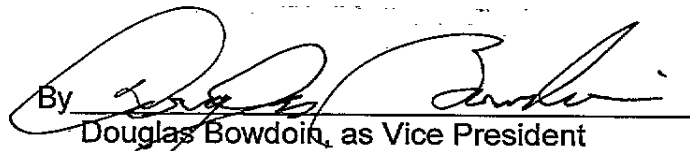
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BEFORE ME, the undersigned authority, the undersigned being the sole general partner of WDSP Land Holdings, Ltd., a Florida limited partnership, certifies as follows:

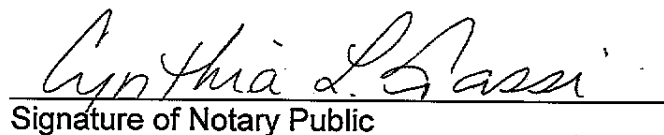
1. The amount of capital contributions to date of the limited partners is \$-0-.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100,000.00.

FURTHER AFFIANT SAYETH NOT.

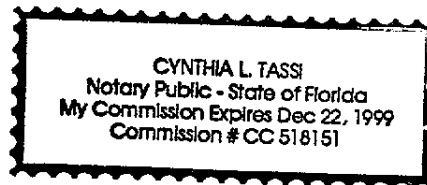
WDSP, INC., a Florida corporation,
as sole general partner of
WDSP Land Holdings, Ltd.

By 
Douglas Bowdoin, as Vice President

Sworn to and subscribed before me this 16th day of November, 1998, by Douglas Bowdoin, as Vice President of WDSP, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.


Signature of Notary Public

Cynthia L. Tassi
Printed Name of Notary Public
Notary Public, State of Florida
My Commission Expires: _____



**CERTIFICATE OF WDSP LAND HOLDINGS, LTD.
DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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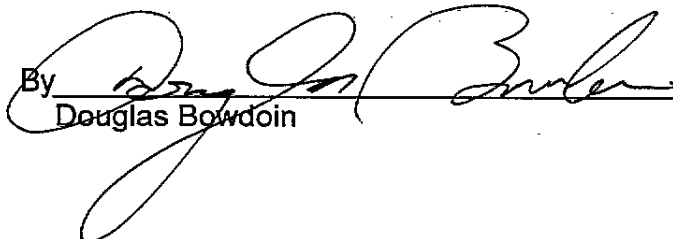
PURSUANT to Sections 620.105, 620.108, and 620.192 of the Florida Statutes, the following is submitted in compliance with the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Sections 620.101, *et seq.*:

WDSP Land Holdings, Ltd., desiring to organize under the laws of the State of Florida, has named as Registered Agent, Douglas Bowdoin, and Registered Office at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Registered Agent 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 16th day of November, 1998.

By 
Douglas Bowdoin