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LILA INGATE McHENRY

December 23, 1998

Division of Corporations
George Firestone Building
Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-12/24/98--01013--008
***1853.75 ***1853.75

To Whom It May Concern:

Enclosed please find for filing AFFIDAVIT OF CAPITAL CONTRIBUTION OF THE LIMITED PARTNER and a CERTIFICATE OF LIMITED PARTNERSHIP AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF SOUTHERNMOST, LTD., along with a check in the amount of \$1,853.75, which represents the filing fee, resident agent fee and the fee to obtain a CERTIFIED COPY.

Please call Beth Herzog at 222-7717, when the CERTIFIED COPY is ready.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/srd
Enclosures
GHR/CORE/GHR.24

RECEIVED

98 DEC 23 PM 12:44

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

LP-1785.10
CERT 68.75

98 DEC 23 PM 10:12
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP
AND AFFIDAVIT OF CAPITAL CONTRIBUTION OF
SOUTHERNMOST, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
98 DEC 23 AM 10:12

This Certificate of Limited Partnership and Affidavit of Capital contribution executed this 21 day of December 1998, by WBL Key West, Inc., a Florida corporation, as General Partner, and Southernmost, Ltd., a Florida limited partnership (the "Partnership"). It is the intention of the parties that this Certificate of Limited Partnership and Affidavit of Capital Contribution evidences a limited partnership which complies with Chapter 620, Florida Statutes. The undersigned, upon being duly sworn, deposes and says:

1. Name of Partnership. The name of the limited partnership is Southernmost, Ltd.
2. Address and Office. The address and office of the Partnership shall be 900 Johnson Street, Key West, Florida 33040. The records required to be kept by the Partnership pursuant to Section 620.106 Florida Statutes shall be maintained at the office of the Partnership.
3. Agent for Service of Process. The agent for service or process on the Partnership shall be Pamela O. Price, whose address is 201 E. Pine Street, Suite 1200, Orlando, Florida 32802
4. Name and Business Address of General Partner. The General Partner is WBL Key West, Inc., a Florida corporation. The address of the General Partner is 900 Johnson Street, Key West, Florida 33040. PQ8000096785
5. Mailing Address of Limited Partnership. The mailing address for the Partnership is 900 Johnson Street, Key West, Florida 33040.
6. Latest Date of Dissolution. The latest date upon which the Partnership is to dissolve shall be December 31, 2090.

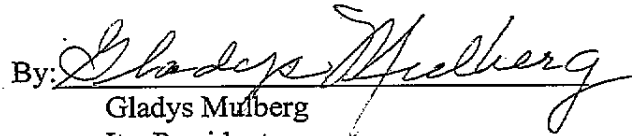
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the day, month and year first above written.

WITNESS:



Shauna M. Owens

GENERAL PARTNER:
WBL KEY WEST, INC.
a Florida corporation


By: 
Gladys Mulberg
Its: President

FL DC M416-291-07-762-0

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Certificate and Agreement of Limited Partnership of Southernmost, Ltd., I hereby accept and agree to act in this capacity.


Pamela O. Price

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNER

WBL Key West, Inc., a Florida corporation, the sole General Partner of Southernmos
Ltd., a Florida limited partnership, through its duly authorized officer, states as follows:

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1. The amount of the capital contribution that has been made by the Limited Partner is:

| <u>Limited Partners</u> | <u>Capital Contribution</u> |
|-------------------------|-----------------------------|
| Gladys Mulberg | \$ 1,740,000 |

2. The total amount anticipated to be contributed by the Limited Partners is \$ 5,000,000

FURTHER the Affiant sayeth naught.

GENERAL PARTNER:
WBL KEY WEST, INC.
a Florida corporation

By: Gladys Mulberg
Gladys Mulberg
Its President