



**THE UNITED STATES
CORPORATION
COMPANY**

A99000000144

ACCOUNT NO. : 072100000032

REFERENCE : 110285 4312787

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 25 PM 1:17

ORDER DATE : January 25, 1999

ORDER TIME : 10:58 AM

ORDER NO. : 110285-005

CUSTOMER NO: 4312787

100002753481--6

-01/25/99--01093--038

****140.00 ****140.00

CUSTOMER: Brian Fink, Esq
CATLIN SAXON TUTTLE AND EVANS,
CATLIN SAXON TUTTLE AND EVANS,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC FILING

NAME: G.D.W. PARTNERSHIP, 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: Janna Wilson

EXAMINER'S INITIALS: _____

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DIVISION OF CORPORATION

99 JAN 25 AM 11:57

RECEIVED

1/25/99
Kcy

CERTIFICATE OF LIMITED PARTNERSHIP

OF

G.D.W. PARTNERSHIP, LTD.

A Florida Limited Partnership

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The undersigned, acting as formers of a limited partnership under the Florida Revised Uniform Partnership Act, adopt the following certificate for such limited partnership.

1. **Name.** The name of this Limited Partnership is:

G.D.W. PARTNERSHIP, LTD.

2. **Principal Place of Business.** The location of the principal place of business of the Partnership is 4141 N.E. 2nd Avenue, Suite 203-A, Miami, Florida 33137.

3. **Registered Agent.** The name and address of the registered agent for service for this Limited Partnership is Brian L. Fink at 169 East Flagler Street, Suite 1700, Miami, Florida 33131, who acknowledges by his signature hereunder, that he accepts same.

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

GENERAL PARTNER

PLACE OF BUSINESS

Ross Development Corporation.

4141 N.E. 2nd Avenue, Suite 203-A
Miami, Florida 33137

899000001654

5. **Mailing Address.** The mailing address of the Limited Partnership is 4141 N.E. 2nd Avenue, Suite 203-A, Miami, Florida 33137

6. **Term.** The Partnership shall begin at the time of the filing of the certificate of Limited Partnership with the Department of State and shall liquidate and dissolve on December 31, 2029, unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority agreement of the Partners.

7. **Partners.** There at least two partners in the Partnership, at least one of whom is a limited partner.

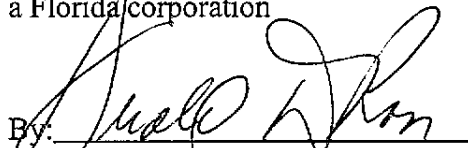
8. **Affidavit Declaring the Amount of the Capital Contributions of the Limited Partners and the Amount Anticipated to be Contributed by the Limited Partners.**

The Limited Partners in the Limited Partnership have contributed their Capital as set forth in Schedule "B," Affidavit of the Amount of the Capital Contributions of the Limited Partners, and Any Amount Anticipated to be Contributed by the Limited Partners."

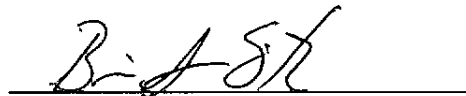
IN WITNESS WHEREOF, the parties have hereunder executed this Certificate on the 22 day of January, 1999.

GENERAL PARTNER:

ROSS DEVELOPMENT CORPORATION,
a Florida corporation

By: 
Gerald D. Ross, President

REGISTERED AGENT:


Brian L. Fink

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SCHEDULE "B"

G.D.W. PARTNERSHIP, LTD.

**"AFFIDAVIT OF THE AMOUNT OF THE CAPITAL CONTRIBUTIONS OF
THE LIMITED PARTNERSHIP, AND ANY AMOUNT ANTICIPATED TO BE
CONTRIBUTED BY THE LIMITED PARTNERS"**

The undersigned presents this Affidavit, given under oath, to affirm the following:

1. The amount of the capital contributions to date of the Limited Partners of G.D.W. Partnership, Ltd. is \$750.00
2. The amount contributed and anticipated to be contributed by the Limited Partners at this time totals \$750.00

G.D.W. PARTNERSHIP, LTD. by its
General Partner,

ROSS DEVELOPMENT CORPORATION,
a Florida Corporation

By: *Gerald D. Ross*
Gerald D. Ross, President

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed to before me this 22nd day of January, 1999, by Gerald D. Ross, as President of Ross Development Corporation, a Florida corporation as General Partner of G.D.W. Partnership, Ltd. who is personally known to me, or, if not, produced personally known as identification and who did take an oath.

Faith Y. Hilton
NOTARY PUBLIC

My Commission Expires:



Faith Y. Hilton
My Commission CC802078
Expires January 13, 2003