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CORPORATION NA	ME(S) AND DOCUMENT NUMBER	(S) (if known):
· (a)/2	3 Merritt Square	i i i i
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Will Wait Photocopy	RUSH	Certificate of Good Standing ARTICLES ONLY
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Profit NonProfit Limited Liability Domestication Other	AMENDMENTS Amendment Resignation of R.A. Officer/Director Change of Registered Agent Dissolution/Withdrawai Merger	Certificate of FICTITIOUS NAME FICTITIOUS NAME SEARCH
Annual Report Fictitious Name Name Reservation	Foreign Limited Partnership Reinstatement Trademark X Other	MOITAROGRAD TO HOIRIVIO
rdered By:		decennos

CERTIFICATE OF LIMITED PARTNERSHIP

OF

W/B MERRITT SQUARE, LTD.

Pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act, the undersigned, being the sole General Partner of W/B Merritt Square, Ltd., a Florida limited partnership (the "Partnership"), does hereby execute and submit for filing with the Department of State, State of Florida, this Certificate of Limited Partnership, to read as follows:

1. The name of the Limited Partnership is:

W/B Merritt Square, Ltd.

2. The office and principal place of business for the Partnership currently is:

2665 South Bayshore Drive Miami, Florida 33133

3. The name and address of the agent for service of process on the Partnership is:

W/B Merritt Square Corp. 2665 South Bayshore Drive Miami, Florida 33133

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

W/B Merritt Square Corp. 2665 South Bayshore Drive Miami, Florida 33133

p9900020465

5. The mailing address of the Partnership is:

2665 South Bayshore Drive Miami, Florida 33133

6. The latest date upon which the Partnership shall dissolve is December 31, 2049.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Limited Partnership as sole General Partner of the Partnership, pursuant to the provisions of Section 620.114 of the Florida Revised Uniform Limited Partnership Act.

DATED: March _//_, 1999

W/B MERRITT SQUARE CORP., a Florida corporation, as sole General Partner

By:

Warren P. Weiser, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

W/B Merritt Square Corp. hereby accepts its appointment as registered agent for W/B Merritt Square, Ltd., a Florida limited partnership and states that it is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0501.

DATED: March // , 1999

W/B MERRITT SQUARE CORP. _a Florida corporation

Warren P. Weiser, President

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

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	10 To

STATE OF FLORIDA) SS: COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Warren P. Weiser, as President of W/B Merritt Square Corp., a Florida corporation, as sole General Partner of W/B Merritt Square, Ltd., a Florida limited partnership (the "Partnership"), who states as follows:

- 1. The aggregate capital contributions made by the Limited Partners of the Partnership to the Partnership is \$99.00.
- 2. It is not anticipated that the Limited Partners will make any additional contributions to the capital of the Partnership other than as set forth in Number 1, above.

W/B MERRITT SQUARE CORP., a Florida corporation, as sole General Partner

Warren P. Weiser, President

The foregoing instrument was acknowledged before me this //day.of.march.1999, by Warren P. Weiser, as President of W/B Merritt Square Corp., a Florida corporation, as sole General Partner of W/B Merritt Square, Ltd., a Florida limited partnership (the "Partnership"), who is personally known to me or who has produced a driver's license as identification and who did (did not) take an oath.

JACQUELINE E. STRAW
Notary Public - State of Florida
My Commission Expires Feb 3, 2001
Commission # CC612936

JACQUELINE STRAW

Print or Stamp Name:

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:

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