

A99000000607



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202717 4320229

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ ~~104.50~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 13 PM 2:48

ORDER DATE : April 13, 1999 1785.00

ORDER TIME : 10:52 AM

ORDER NO. : 202717-005

CUSTOMER NO: 4320229

CUSTOMER: Tammy Thomas, Legal Assistant
KILPATRICK STOCKTON, LLP
KILPATRICK STOCKTON, LLP
1100 Peachtree Street
Suite 2800
Atlanta, GA 30309

400002837844--2

DOMESTIC FILING

NAME: WYNDCREST SIMS HOLDINGS III,
LTD.

EFFECTIVE DATE:

(3)

hjk

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

4/13/99

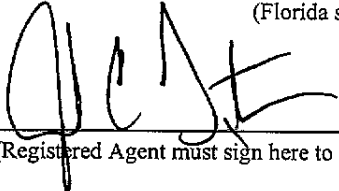
CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
99 APR 13 PM 12:09

CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
DIVISION OF CORPORATIONS
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1. Wyndcrest Sims Holdings III, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. Phillips Point - West Tower 777 South Flagler Drive, West Palm Beach, FL 33401
(Business address of Limited Partnership)
3. John C. Textor
(Name of Registered Agent for Service of Process)
4. 2176 Regents Boulevard, West Palm Beach, FL 33409
(Florida street address for Registered Agent)
5. By: 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. Phillips Point - West Tower 777 South Flagler Drive, West Palm Beach, FL 33401
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited partnership is to be dissolved is: April 9, 2029
8. Name(s) of general partner(s): Wyndcrest Sims Advisors, Ltd. *Ag 700000579* Street address: Phillips Point - West Tower
777 South Flagler Drive
West Palm Beach, FL 33401

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 9th day of April, 1999.

Signature of all general partners:

Wyndcrest Sims Advisors, Ltd.

By: 

Name: John C. Textor

Title: President of the General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

FLORIDA STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 APR 13 PM 2:48

The undersigned constituting all of the general partners of Wyndcrest Sims Holdings III, Ltd.

a Florida Limited Partnership, certify:

Michael Bay	\$ 100	49.5%
Jeffrey Kukes	\$ 100	49.5%

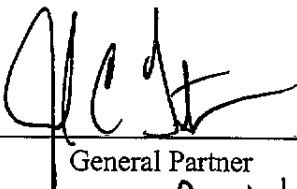
The amount of capital contributions to date of the limited partners is Total: \$ 200 99%

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 2,900,000

Signed this 9th day of April, 1999.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing
and know the contents thereof and that facts stated herein are true and correct.



General Partner

President of the General Partner (Textor Ventures, Inc.)
of the General Partner, Wyndcrest Sims Advisors, Ltd.