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FLORIDA LIMITED PARTNERSHIP

western america mortgage.ltd.

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**CERTIFICATE OF LIMITED PARTNERSHIP**  
**OF**  
**WESTERN AMERICA MORTGAGE, LTD.**  
**a Florida limited partnership**

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The undersigned General Partner desiring to form a Limited Partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the Limited Partnership is Western America Mortgage, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 8751 Broward Boulevard, Fifth Floor, Plantation, Florida 33324.
3. The name and address of the agent for service of process upon the Partnership are Seth S. Werner, 8751 Broward Boulevard, Fifth Floor, Plantation, Florida 33324.
4. The name and business address of the General Partner of the Partnership are as follows: FMN Management Company, Inc., 8751 Broward Boulevard, Fifth Floor, Plantation, Florida 33324. *905-28027*
5. The mailing address of the Partnership is 8751 Broward Boulevard, Fifth Floor, Plantation, Florida 33324.
6. The latest date upon which the Partnership will dissolve is December 31, 2098.

The execution of this Certificate of Limited Partnership by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the General Partner of Western America Mortgage, Ltd., this 11 day of August, 1999.

**GENERAL PARTNER:**

FMN MANAGEMENT COMPANY, INC., a  
Florida corporation

By: 

Seth S. Werner, President

Prepared by: Karen A. Feagle (FL Bar No. 123315)  
Foley & Lardner  
P.O. Box 240  
Jacksonville, FL 32202  
Telephone No. (904)359-2000  
Fax Audit No. H99000020130

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated limited partnership, at the place designated in the above Certificate of Limited Partnership, Seth S. Werner agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. He is familiar with and accepts the obligations of a registered agent.

By:



Seth S. Werner, Registered Agent

Date: August 11, 1999

Fax Audit No. H99000020130

### AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of WESTERN AMERICA MORTGAGE, LTD., a Florida limited partnership, certifies as follows:

The amount of capital contributions to date of the limited partners is \$ 0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$500,000.

Executed this 11 day of August, 1999.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned declares that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

GENERAL PARTNER:

FMN MANAGEMENT COMPANY, INC., a  
Florida corporation

By: 

Seth S. Werner, President