



THE UNITED STATES CORPORATION COMPANY

A99000001968

ACCOUNT NO. : 072100000032

REFERENCE : 474098 7015A

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 140.00

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 NOV 29 AM 8:39

ORDER DATE : November 9, 1999

1,417.50

ORDER TIME : 2:22 PM

ORDER NO. : 474098-005

CUSTOMER NO: 7015A

700003042077-5

CUSTOMER: Walter Mccrory, Esq
J. WALTER MCCRORY, PA
J. WALTER MCCRORY, PA
Suite 200
1512 E. Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: 7435 WPD, LTD.

Handwritten initials 'G' in a circle

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA

RECEIVED 99 NOV 12 AM 9:01

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 99 NOV 29 AM 8:37

Handwritten signature and date: [Signature] 11/29/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 15, 1999

ANGIE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: 7435 WPD, LTD.
Ref. Number: W99000026283

RESUBMIT

Please give original
submission date as file date.

We have received your document for 7435 WPD, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

The AFFIDAVIT OF CAPITAL CONTRIBUTIONS must state two money amounts. It must state the total limited partner contributions to date. And then it must state the total amount contributed and anticipated to be contributed by the limited partners.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 999A00054846

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 17 PM 3:08

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 19, 1999

ANGIE GLISAR
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: 7435 WPD, LTD.
Ref. Number: W99000026283

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

We have received your document for 7435 WPD, LTD. and the authorization to debit your account in the amount of \$140.00. However, the document has not been filed and is being returned for the following:

As requested, I am returning this filing. With a total of \$189,990.00 in limited partner contributions, the amount required to file the partnership and to obtain a certified copy would be \$1,417.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 099A00055533

RECEIVED
99 NOV 24 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

please debit our account for the amount needed for filing!

Thanks!

RESUBMIT

Please give original submission date as file date

CERTIFICATE OF LIMITED PARTNERSHIP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

The Partners, being duly sworn, do hereby certify that the following is their Limited Partnership Certificate.

I. The name of the Limited Partnership is 7435 WPB, Ltd.

II. The principal office, place of business, and mailing address of the Limited Partnership is 6351 N. W. 28th Way, Fort Lauderdale, FL 33309.

III. The name and address of the agent for service of process is:

J. Walter McCrory, P. A.
1512 East Broward Boulevard
Suite 200
Fort Lauderdale, FL 33301

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

DHF Corp., a Florida corporation
6351 N. W. 28th Way
Fort Lauderdale, FL 33309

P97000023871

V. The Limited Partnership shall continue for twenty (20) years from the date of formation, or the earlier occurrence of an act or events specified in the Limited Partnership Agreement as one effecting dissolution.

IN WITNESS WHEREOF, the Partners have executed this Certificate, under oath, this 5 day of NOVEMBER, 1999.

GENERAL PARTNER:

DHF CORP.

By: 
David H. Fee, President

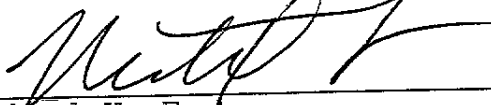
LIMITED PARTNERS:


David H. Fee


CERTIFICATE OF LIMITED PARTNERSHIP

LIMITED PARTNERS (Cont'd.)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

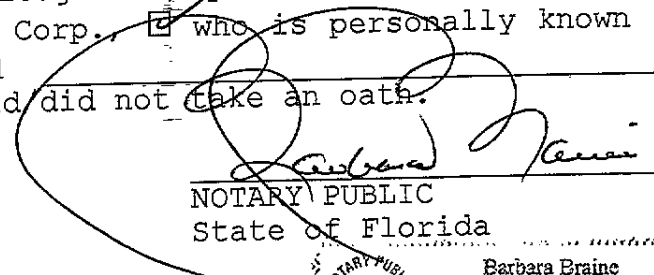

Michael W. Fee


Jerry Ligon

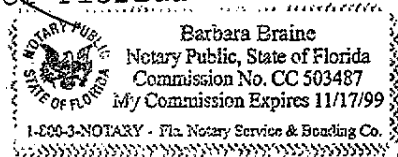

Mark Tribble
Tribble

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 5th day of Nov, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID H. FEE, as President of DHF Corp., who is personally known to me or who has produced identification and who did/did not take an oath.


NOTARY PUBLIC
State of Florida

MY COMMISSION EXPIRES:

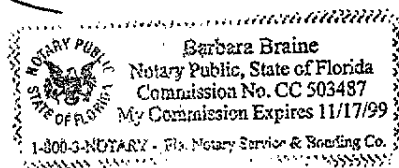

Barbara Braine
Notary Public, State of Florida
Commission No. CC 503487
My Commission Expires 11/17/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 5th day of Nov, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID H. FEE, who is personally known to me or who has produced identification and who did/did not take an oath.


NOTARY PUBLIC
State of Florida

MY COMMISSION EXPIRES:


Barbara Braine
Notary Public, State of Florida
Commission No. CC 503487
My Commission Expires 11/17/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

CERTIFICATE OF LIMITED PARTNERSHIP

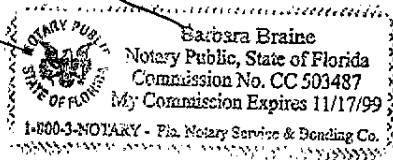
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 5th day of Nov, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL W. FEE, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Barbara Braine
NOTARY PUBLIC
State of Florida

MY COMMISSION EXPIRES:

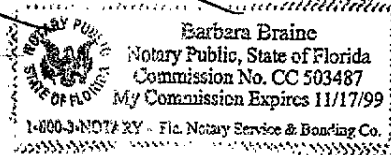


STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this 5th day of Nov, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JERRY LIGON, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Barbara Braine
NOTARY PUBLIC
State of Florida

MY COMMISSION EXPIRES:

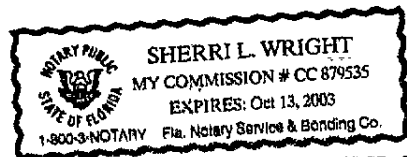


STATE OF FLORIDA
COUNTY OF BROWARD *Blm Beach* *mr*

I HEREBY CERTIFY that on this 26 day of OCTOBER, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MARK TRIBLE, who is personally known to me or who has produced *Trible mr* as identification and who did/did not take an oath.

Sherry L. Wright
NOTARY PUBLIC
State of Florida

MY COMMISSION EXPIRES:



AFFIDAVIT OF CAPITAL CONTRIBUTION
OF THE LIMITED PARTNERS OF
7435 WPB, LTD.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

STATE OF FLORIDA
COUNTY OF BROWARD

The undersigned affiant, being first duly sworn, deposes and says:

1. This affidavit is being filed pursuant to Florida Statutes, Section 620.108, in connection with the formation of a limited partnership under the name 7435 WPB, Ltd.

2. Pursuant to the Florida Revised Uniform Limited Partnership Act (1986), a Certificate of Limited Partnership of 7435 WPB, Ltd., has been submitted for filing with the Secretary of State simultaneously with this affidavit.

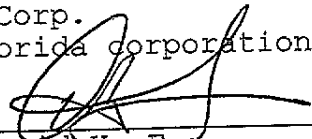
3. The general partner of the limited partnership is DHF Corp., a Florida corporation.

4. The limited partners have contributed Nine Hundred Ninety Dollars (\$990.00) to the capital of the limited partnership.

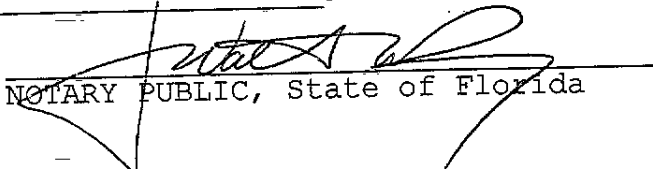
4. It is anticipated that the limited partners will contribute an additional One Hundred Eighty-nine Thousand Dollars (\$189,000.00) to the capital of the limited partnership.

GENERAL PARTNER:

DHF Corp.
a Florida corporation

By: 
David H. Fee
President

I HEREBY CERTIFY that on this 16 day of November, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DAVID H. FEE, President, DHF Corp., who is personally known to me or who has produced _____ as identification.


NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

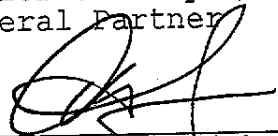
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
99 NOV 24 AM 8:37

In compliance with Section 48.061, Florida Statutes,
following is submitted:

First, that 7435 WPB, Ltd., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at 6351 N.W. 28th Way, Fort Lauderdale, FL 33309, has
named J. Walter McCrory, located at 1512 E. Broward Boulevard,
Suite 200, Fort Lauderdale, Florida 33301, as its agent to accept
service of process within Florida.

7435 WPB, Ltd.

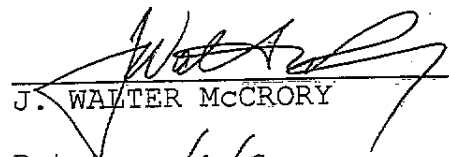
BY: DHF Corp.
a Florida corporation,
General Partner



David H. Fee, President

Date: 11/9/99

Having been named to accept service of process for the above
stated limited partnership, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



J. WALTER MCCRORY

Date: 11/10/99