

B03 00000000 78

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

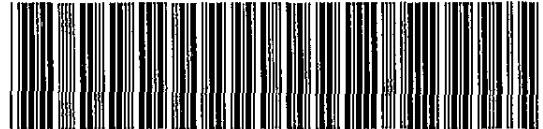
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03 MAR -4 PM 12:58
STATE OF VIRGINIA
DIVISION OF CORPORATIONS

CT CORPORATION

March 4, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5799949 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

WG Gulf Breeze Portfolio, L.P. (DE)
Registration
Florida

WG Gulf Breeze Portfolio, L.P. (DE)
Certificate of Status-Foreign
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

FILE
SECOND
PLEASE



CT CORPORATION

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. WG GULF BREEZE PORTFOLIO, L.P.
(Name of limited partnership as it is in the home state)

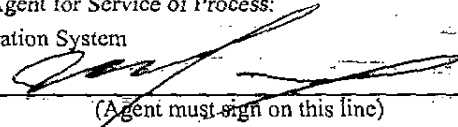
2. H&R GULF BREEZE L.P.
(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida;
must contain the word "LIMITED" or "LTD.")

3. Delaware 4. February 12, 2003
(State of Formation) (Date of Formation)

5. C T Corporation System
(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road
(Street Address of Registered Office)

Plantation, Florida 33324
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:
C T Corporation System
By:  **Michael E. Jones**
(Agent must sign on this line) **Assistant Secretary**

8. 3625 Dufferin Street, Suite 500, Downsview, Ontario M3K1N4 CANADA
(Address of registered office required in state of formation or, if not required, address of principal office.)

9. NAMES OF GENERAL PARTNERS	STREET ADDRESS
<u>WG GULF BREEZE GP, L.L.C.</u>	<u>3625 Dufferin Street, Suite 500, Downsview, Ontario M3K1N4 CANADA</u>
<u>N/A</u>	
<u>N/A</u>	

10. 3625 Dufferin Street, Suite 500, Downsview, Ontario M3K1N4 CANADA
(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

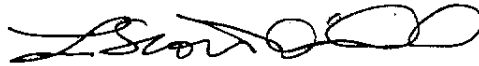
CONTINUED

12. 3625 Dufferin Street, Suite 500, Downsview, Ontario M3K1N4 CANADA

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of March, 2003



London S. O'Dowd, attorney-in-fact on behalf of ~~W.G. Gulf Breeze~~ Portfolio, L.P.

W.G. GULF BREEZE

STATE OF TEXAS

COUNTY OF DALLAS

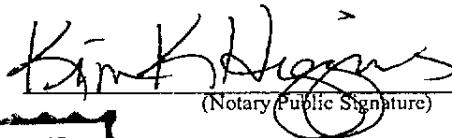
On this 3rd day of March, 2003

London S. O'Dowd

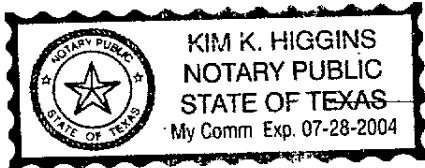
, personally appeared before me,

who is personally known to me

whose identity I proved on the basis of _____



(Notary Public Signature)



(Notary's Printed Name)

Seal

My Commission Expires: _____

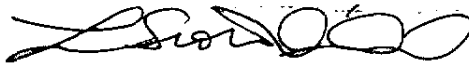
AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared London S. O'Dowd, attorney-in-fact on behalf of the
general partner of WG GULF BREEZE PORTFOLIO, L.P., a Delaware
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 1,000.00

Under the penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 3rd day of March, 2003



London S. O'Dowd, attorney-in-fact on behalf of WG Gulf Breeze GP, L.L.C.

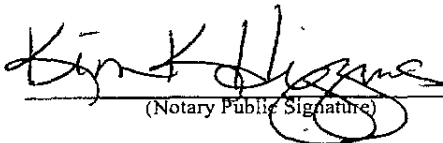
STATE OF TEXAS

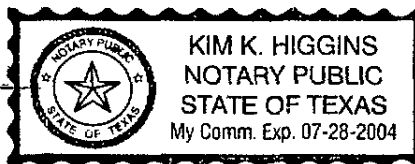
COUNTY OF DALLAS

On this 3rd day of March, 2003

London S. O'Dowd, personally appeared before me,

- who is personally known to me
 whose identity I proved on the basis of _____


(Notary Public Signature)



(Notary's Printed Name)

Seal My Commission Expires: _____