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MLG COMMERCIAL

New America International

Brokerage
Management
Investment
Development
Consulting

May 14, 1999

Florida Department of State
Registration Section-Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

13400 Bishop's Lane
Suite 100
Brookfield, WI 53005
Office: (414) 797-9400
Fax: (414) 797-8940
<http://www.mlg-wi.com>

Offices in Appleton, Wisconsin
and Madison, Alabama

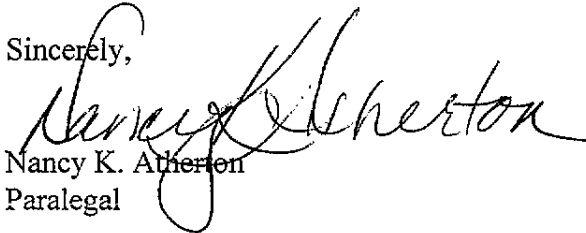
Re: WILC/Livingston Limited Partnership

Dear Sir or Madam:

Please find enclosed two original Applications by Foreign Limited Partnership for Authorization to Transact Business in Florida (the "Application") for the above referenced entity. Also enclosed is a check in the amount of \$1,837.50 (\$1,750 filing fee, \$35 Designation of Registered Agent & \$52.50 Certified Copy) for applicable fees of the same.

Please return the certified copy of the Application and evidence of filing to my attention at the General Partner street address listed on the Application. Do not hesitate to contact me if you should have any questions concerning the enclosures. Thank you for your assistance.

Sincerely,


Nancy K. Atherton
Paralegal

enclosures

cc: file

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

1. WILC/Livingston Limited Partnership
(Name of limited partnership as it is in the home state)
2. N/A
(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. Wisconsin 4. March 5, 1999
(State of Formation) (Date of Formation)
5. Susan Fleming Bennett c/o Stearns, Weaver, et. al.
(Name of Registered Agent for Service of Process)
6. Suntrust Financial Centre, 401 Jackson Street, Suite 2200
(Street Address of Registered Office)
Tampa, Florida 33302
(City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process:
Susan Fleming Bennett, Esq.
(Agent must sign on this line)
8. 13400 Bishop's Lane, Suite 100 c/o Wisconsin Investments LLC
Brookfield, Wisconsin 53005
(Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAMES OF GENERAL PARTNERS STREET ADDRESS
Wisconsin Investments LLC 13400 Bishop's Lane, Suite 100, Brookfield, WI 53005
M97-733
10. 13400 Bishop's Lane, Suite 100, Brookfield, WI 53005 c/o Wisconsin Investments LLC
(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. 13400 Bishop's Lane, Suite 100, Brookfield, WI 53005

(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 14th day of May, 19 99

Wisconsin Investments LLC

General Partner

By: Timothy J. Wallen, Treasurer

STATE OF Wisconsin

COUNTY OF Waukesha

On this 14th day of May, 19 99

Timothy J. Wallen - personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

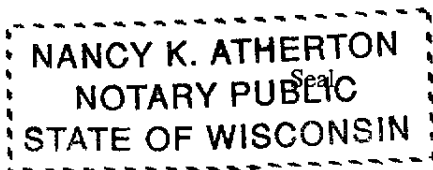
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FILED
SECRETARY OF STATE
DIVISION OF STATISTICS

Nancy K. Atherton
(Notary Public Signature)

Nancy K. Atherton

(Notary's Printed Name)



My Commission Expires: 9/5/99

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

BEFORE ME the undersigned personally appeared Timothy J. Wallen
a general partner of WILC/Livingston Limited Partnership (an) Wisconsin
limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 2,100,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 2,100,000.

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 14th day of May, 19 99

Wisconsin Investments LLC

General Partner

By: Timothy J. Wallen, Treasurer

STATE OF Wisconsin

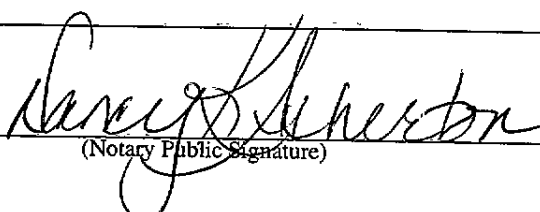
COUNTY OF Waukesha

On this 14th day of May, 19 99

Timothy J. Wallen, personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____


(Notary Public Signature)

Nancy K. Atherton
(Notary's Printed Name)

NANCY K. ATHERTON
NOTARY PUBLIC
STATE OF WISCONSIN

Seal

My Commission Expires: 9/5/99

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DIVISION OF REVENUE
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DOM
179

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RICHARD L. DEAN, Secretary, Department of Financial Institutions, do hereby certify that a
Certificate of Limited Partnership of

WILC/LIVINGSTON LIMITED PARTNERSHIP

was filed with this department on March 5, 1999, under the provisions of sec. 179.11(2) of the
Wisconsin Statutes.

I further certify that it appears from the records of this department that said organization continued and
now is duly and legally formed, organized and existing by and under the laws of this state.

FILE
SECRETARY OF THE
DIVISION OF
99 MAY 21 10:13:14



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on April 7, 1999

A handwritten signature in cursive script, likely of Richard L. Dean.

RICHARD L. DEAN, Secretary
Department of Financial Institutions

BY: Robert Kaus

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by
the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly
held by the Secretary of State.