

# D95000000005

## RICHARDS, LAYTON & FINGER

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WILMINGTON, DELAWARE 19899

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May 4, 1995

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CATHERINE G. WAGNER  
HELEN L. WINBLOW  
WILLIAM A. YEMC  
\*ADMITTED NJ AND NY ONLY  
\*ADMITTED NJ AND PA ONLY

### VIA FEDERAL EXPRESS

Ms. Karen Beyer  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

\$ 350.00  
52.50  
\$ 402.50

RECEIVED  
95 MAY -5 11:10 AM '95  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

Re: Qualification of Florida Win Trust in the State of Florida

Dear Ms. Beyer:

400001481554  
-05/09/95--01130--006  
\*\*\*\*402.50 \*\*\*\*402.50

Pursuant to the request of Karina Houghton of Gibson, Dunn & Crutcher, enclosed herewith are the following for qualification of Florida Win Trust (the "Trust") in the State of Florida:

1. A certified copy of the Certificate of Trust of the Trust, as certified by Wilmington Trust Company, as trustee; and

2. A certified copy of the Certificate of Trust of the Trust, as certified by the Secretary of State of the State of Delaware.

In addition, I have enclosed a check in the amount of \$402.50 to cover the filing fees.

Please return the acknowledgment of qualification to Karina Houghton in the Federal Express envelope enclosed herewith.

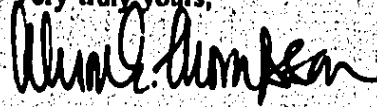
Will file  
RA not  
later date.  
Per  
Karen Beyer

5/5

Ms. Karen Beyer  
May 4, 1995  
Page 2

Thank you for your assistance. Should you have any questions, please call Karina Houghton at (212) 351-3868 or me at (302) 651-7681.

Very truly yours,



Alison E. Thompson  
Legal Assistant

/aet

Enclosures

cc: Karina Houghton (w/enc.)

Cynthia D. Kaiser, Esquire (w/enc.)

CERTIFICATE OF TRUSTEE

The undersigned, an authorized officer of Wilmington Trust Company ("Wilmington Trust"), not in its individual capacity but solely as owner trustee (the "Trustee") of Florida Win Trust (the "Trust"), a statutory business trust created under the laws of the State of Delaware pursuant to the Trust Agreement, dated as of May 4, 1995, among Wilmington Trust, Wilmington Trust of Florida, N.A., a national banking association, Phyllis Bell, an individual, and Win Realty Holdings, Inc., a Delaware corporation, does hereby certify that attached hereto is a true and correct copy of the Certificate of Trust of the Trust which was filed with the Secretary of State of the State of Delaware on May 4, 1995.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 4th day of May, 1995.

WILMINGTON TRUST COMPANY,  
not in its individual capacity but solely  
as Trustee

By:   
Name:  
Title: Patricia A. Evans  
Financial Services Officer

FILED  
95 MAY -5 PM 10:59  
SECRETARY OF STATE  
DELAWARE

**CERTIFICATE OF TRUST OF  
FLORIDA WIN TRUST**

FILED  
95 MAY -5 PM 10:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THIS Certificate of Trust of Florida Win Trust (the "Trust"), dated May 4, 1995, is being duly executed and filed by Wilmington Trust Company, a Delaware banking corporation, Wilmington Trust of Florida, N.A., a national banking association, and Phyllis Bell, an individual, as trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.).

1. Name. The name of the business trust formed hereby is Florida Win Trust.
2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 N. Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, being the trustees of the  
Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY,  
as trustee

By: 

Name:

Title:

W. Chris Spensberg  
Financial Services Officer

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Phyllis Bell, as trustee

IN WITNESS WHEREOF, the undersigned, being the trustees of the  
Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY,  
as trustee

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: *W. Cary Marshall*  
Name: *W. Cary Marshall*  
Title: *President*

\_\_\_\_\_  
Phyllis Bell, as trustee


IN WITNESS WHEREOF, the undersigned, being the trustees of the  
Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY,  
as trustee

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: \_\_\_\_\_  
Name:  
Title:

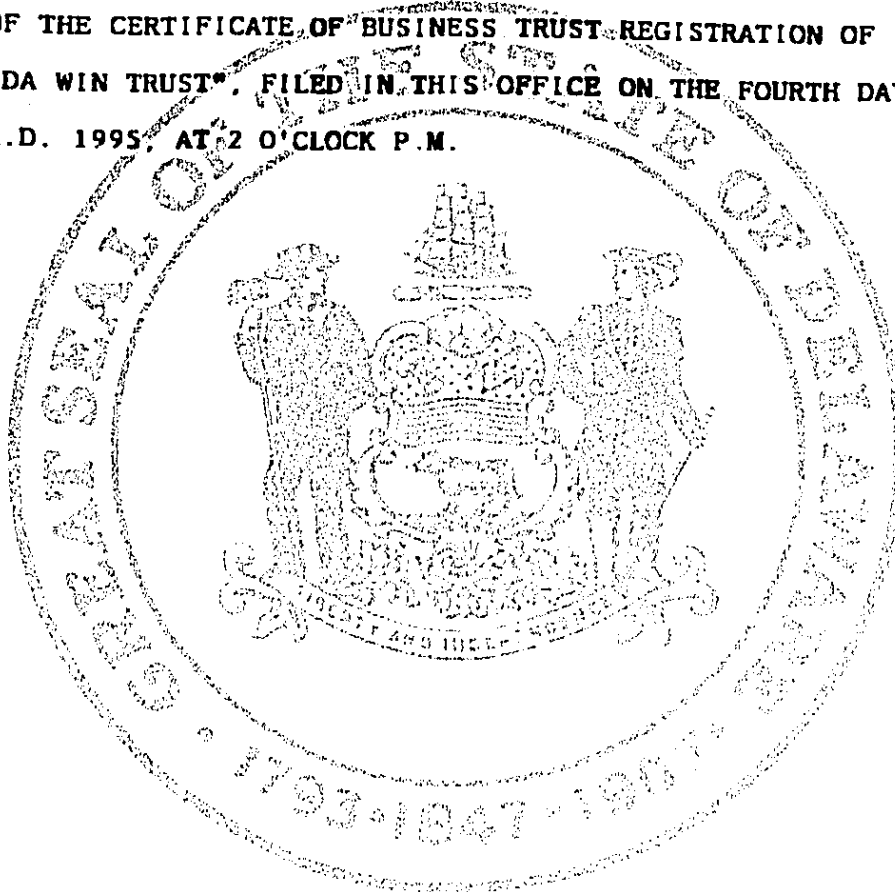
  
Phyllis Bell, as trustee

State of Delaware  
Office of the Secretary of State

PAGE 1

FILED  
95 MAY -5 11 10 59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF BUSINESS TRUST REGISTRATION OF "FLORIDA WIN TRUST". FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 1995, AT 2 O'CLOCK P.M.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7495688

05-04-95

2504475 8100

950099072



**CERTIFICATE OF TRUST OF  
FLORIDA WIN TRUST**

THIS Certificate of Trust of Florida Win Trust (the "Trust"), dated May 4, 1995, is being duly executed and filed by Wilmington Trust Company, a Delaware banking corporation, Wilmington Trust of Florida, N.A., a national banking association, and Phyllis Bell, an individual, as trustees, to form a business trust under the Delaware Business Trust Act (12 Del. C. § 3801 et seq.).

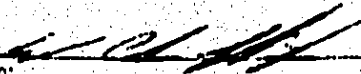
1. Name. The name of the business trust formed hereby is Florida Win Trust.

2. Delaware Trustee. The name and business address of the trustee of the Trust in the State of Delaware is Wilmington Trust Company, Rodney Square North, 1100 N. Market Street, Wilmington, Delaware 19890-0001, Attention: Corporate Trust Administration.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned, being the trustees of the Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY,  
as trustee

By:   
Name: \_\_\_\_\_  
Title: W. Clark Roper  
Principal Counsel Officer

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Phyllis Bell, as trustee

IN WITNESS WHEREOF, the undersigned, being the trustees of the  
Trust, have executed this Certificate of Trust as of the date first above written.

WILMINGTON TRUST COMPANY,  
as trustee

By: \_\_\_\_\_  
Name:  
Title:

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: W. C. Marshall  
Name: W. C. Marshall  
Title: President

\_\_\_\_\_  
Phyllis Reil, as trustee

IN WITNESS WHEREOF, the undersigned, being the trustees of the  
Trust, have executed this Certificate of Trust as of the date first-above written.

WILMINGTON TRUST COMPANY,  
as trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WILMINGTON TRUST OF FLORIDA,  
N.A., as trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*Phyllis Bell*  
Phyllis Bell, as trustee