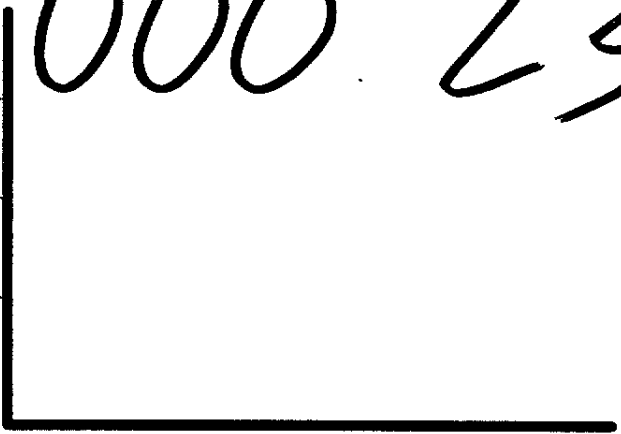


A 000000000000 23

Requester's Name

Address

City/State/Zip Phone #



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. BISCAY HOLDINGS LTD (Corporation Name) (Document #)

600003081936--5
-12/28/99--01052--006
***4010.00 ***1837.50

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #) A-23

4. (Corporation Name) (Document #)

- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of State

NEW FILINGS

AMENDMENTS

- Profit, Not for Profit, Limited Liability, Domestication, Other

- Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

OTHER FILINGS

REGISTRATION/QUALIFICATION

- Annual Report, Fictitious Name

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

99 DEC 28 PM 2:01 FILED W/1/4

Examiner's Initials

CERTIFICATE of CONVERSION
of
25th STREET PARTNERSHIP
a Florida general partnership
into
Biscay Holdings Ltd

Under Section 620.8902 of the Revised Uniform Partnership Act


Pursuant to the provisions of Section 620.8902 of the Revised Uniform Partnership Act, **Biscay Holdings Ltd**, organized under the laws of the State of Florida, files this Certificate of Conversion to effect a conversion from a Florida general partnership to a Florida Limited Partnership as follows:

1. The Florida General Partnership, **25th STREET PARTNERSHIP**, which is being converted to a Florida Limited Partnership (the "Other Entity") has federal identification number X65-6230763.
2. The Other Entity has always been known as the 25th Street Partnership and has been continued to be known by that name until the filing of this Certificate of Conversion to a Florida Limited Partnership.
3. The general partners of the Other Entity voted unanimously for this conversion into a limited partnership
4. The name of the Limited Partnership as set forth in its Articles of Organization is **Biscay Holdings Ltd**.
5. The conversion to a limited partnership shall be effective upon the filing of this Certificate of Conversion and the Articles of Organization of **Biscay Holdings Ltd**.

IN WITNESS WHEREOF and under penalties of perjury that the facts stated herein are true this Certificate of Conversion has been subscribed this 27 day of December 1999 by M A Grondin, the Manager of Biscay Holdings LLC, the general partner of Biscay Holdings Ltd, and by Gary P. Simon, registered agent of Biscay Holdings Ltd

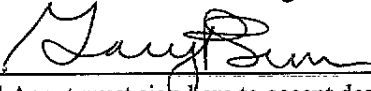

M A Grondin, Manager of Biscay Holdings LLC, the general partner of Biscay Holdings Ltd

Registered Agent:


Gary P. Simon

FILED
99 DEC 28 PM 2:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP

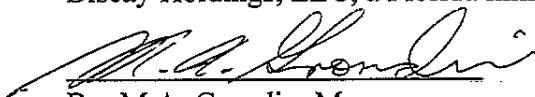
1. Biscay Holdings, Ltd.
(Name of Limited Partnership: must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
2. 7225 N.W. 25th Street, Suite 110, Miami, Florida 33122
(Business address of Limited Partnership)
3. Gary P. Simon, Esquire c/o Simon & Simon, P.A.
(Name of Registered Agent for Service of Process)
4. 9100 S. Dadeland Blvd., Suite 504, Miami, Florida 33156
(Florida street address for Registered Agent)
5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 7225 N.W. 25th Street, Suite 110, Miami, Florida 33122
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is: December 31, 2099.
8. Name(s) of general partner(s): Street address: L-100

Biscay Holdings, LLC, a Florida 7225 N.W. 25th Street, Suite 110
limited liability company Miami, Florida 33122

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 27 day of December, 19 99.

Signature of all general partners:
Biscay Holdings, LLC, a Florida limited liability company



By: M.A. Grondin, Manager
General Partner

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 DEC 28 PM 2:01

FILED

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

*The undersigned constituting all of the general partners of Biscay Holdings, Ltd.,
a Florida Limited Partnership, certify:*

The amount of capital contributions to date of the limited partners is \$ 1,445,000.00

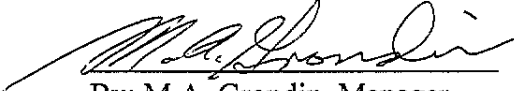
The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 1,445,000.00

Signed this 27 day of Dec, 19 99.

FURTHER AFFIANT SAYETH NOT.

*Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the
contents thereof and that the facts stated herein are true and correct.*

Biscay Holdings, LLC, a Florida limited liability company



By: M.A. Grondin, Manager
General Partner

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December 27, 1999

FILED
99 DEC 28 PM 2:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA