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ACCOUNT NO. : 072100000032
 REFERENCE : 565839 87972A
 AUTHORIZATION :
 COST LIMIT : \$ PPD

FILED
 02 MAY -9 PM 3:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ORDER DATE : May 6, 2002
 ORDER TIME : 9:59 AM
 ORDER NO. : 565839-015
 CUSTOMER NO: 87972A

CUSTOMER: Samuel D. Navon, Esq
 Navon Kopelman & Odonnell,
 P.a.
 Suite B 100
 2699 Stirling Road
 Ft. Lauderdale, FL 33312

100005500531--7
 -05/09/02--01051--012
 ****140.00 ****140.00

DOMESTIC FILING

NAME: BANYON ANNEX, LTD. **BK**

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- XX CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

(Handwritten initials/signature)

RECEIVED
 02 MAY -9 AM 11:29
 DIVISION OF CORPORATIONS

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BANYON ANNEX, LTD.**

02 MAY -9 PM 3:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, do hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is:

BANYON ANNEX, LTD.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (the "Act") is:

c/o Shoeless Joe Annex, Inc.
2 East Camino Real, Suite 100
Boca Raton, Florida 33432

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is:

Shoeless Joe Annex, Inc.
Attention: Joseph R. Jackson, Sr.
2 East Camino Real, Suite 100
Boca Raton, Florida 33432

4. The name and business address of each General Partner of the Partnership is as follows:

GENERAL PARTNER

Shoeless Joe Annex, Inc.

BUSINESS ADDRESS

Attn: Joseph R. Jackson, Sr., President
2 East Camino Real, Suite 100
Boca Raton, Florida 33432

PO200049558

KB Annex, Inc.

Attn: Lucien B. Crosland, President
8411 Preston Road, Suite 600
Dallas, TX 75225

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TALLAHASSEE, FLORIDA

5. A mailing address for the Partnership is as follows:

Shoeless Joe Annex, Inc.
Attention: Joseph R. Jackson, Sr., President
2 East Camino Real, Suite 100
Boca Raton, Florida 33432

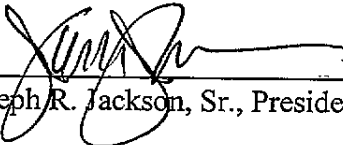
6. The latest date upon which the Partnership is to dissolve is December 31, 2075, unless terminated sooner in accordance with the provisions of the Limited Partnership Agreement.

7. An affidavit as to capital contributions of the limited partners is submitted herewith and hereby incorporated herein by reference.

8. This Certificate may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same Certificate.

IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this Certificate this 3rd day of May, 2002.

**SHOELESS JOE ANNEX, INC., a Florida corporation, as
a general partner**



Joseph R. Jackson, Sr., President

**KB ANNEX, INC., a Florida corporation, as a general
partner**

Lucien B. Crosland, President

KB Annex, Inc.

Attn: Lucien B. Crosland, President
8411 Preston Road, Suite 650
Dallas, TX 75225

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. A mailing address for the Partnership is as follows:

Shoeless Joe Annex, Inc.
Attention: Joseph R. Jackson, Sr., President
2 East Camino Real, Suite 100
Boca Raton, Florida 33432

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IN WITNESS WHEREOF, we have hereunto subscribed our hands and seals to this Certificate this 3rd day of May, 2002

**SHOELESS JOE ANNEX, INC., a Florida corporation, as
a general partner**

Joseph R. Jackson, Sr., President

**KB ANNEX, INC., a Florida corporation, as a general
partner**



Lucien B. Crosland, President

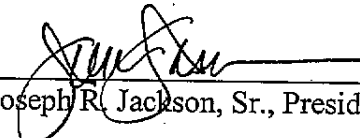
ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

FILED
02 MAY -9 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Banyon Annex, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act.

DATED this 3rd day of May, 2002.

**SHOELESS JOE ANNEX, INC., a Florida corporation,
as a general partner**

By: 
Joseph R. Jackson, Sr., President

**AFFIDAVIT DECLARING AMOUNT OF
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF
BANYON ANNEX, LTD.**

**02 MAY -9 PM 3:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, constituting a General Partner of Banyon Annex, Ltd. (the "Partnership"), a Florida limited partnership, certifies as follows:

Upon the formation of the Partnership, the limited partners' contributions total \$1,000.00.

No additional capital contributions are anticipated to be made by the limited partners.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

KB ANNEX, INC., a Florida corporation, as a general partner

Lucien B. Crosland

Lucien B. Crosland, President