

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-225-1111
904-225-0111 X

BOB 142 BOB

A9500000673



ACCOUNT NO. : 072100000032

REFERENCE : 585574 6221A

AUTHORIZATION :

COST LIMIT : 0 PPD

ORDER DATE : April 26, 1995

ORDER TIME : 11:30 AM

ORDER NO. : 585574

CUSTOMER NO: 6221A

CUSTOMER: Ms. Becca Kennedy
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: BAIN'S, LTD.

G. TAX	_____
FILING	207.70
R. AGENT FEE	35.00
C. COPY	52.50
TOTAL	295.20
V. BANK	_____
BALANCE DUE	_____
FEES	_____

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 28 AM 10:54

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:55

4/26/95
BJC

FILED 1995 APR 26 11:47 AM
05/03/95 01000-004
***291.20 ***291.20

CERTIFICATE OF LIMITED PARTNERSHIP OF
BAIN'S INVESTMENTS, LTD.
a Florida limited partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, does hereby state the following:

1. The name of the Partnership is Bain's Investments, Ltd.
2. The address of the office of the Partnership is:
455 Longboat Key Road #PH-4
Longboat Key, Florida 34228
3. The name and address of the agent for service of process on the Partnership is as follow:
Mark S. Kauffman
455 Longboat Key Road #PH-4
Longboat Key, Florida 34228
4. The names and business addresses of the general partners are as follows:
Bain's Investments, Inc.
455 Longboat Key Road #PH-4
Longboat Key, Florida 34228
5. The mailing address of the Partnership is:
455 Longboat Key Road #PH-4
Longboat Key, Florida 34228
6. The latest date upon which the Partnership shall dissolve is December 31, 2044, unless the term of the Partnership is further extended by a Majority in Interest of the Partners as defined in this Agreement.
7. The effective date of this Certificate of Limited Partnership shall be the effective date of the filing of the certificate of limited partnership with the Department of State.

The execution of this certificate by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:54

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:55

P7500003 32-37

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Gary B. Landsman, as President of Bain's Investments Inc., the general partner of Bain's Investments, Ltd., a Florida Limited Partnership, this 24th day of April, 1995.

WITNESSES:

Bain's Investments, Inc. Florida corporation

James V. Schaefer
David J. Schaefer

By: Gary B. Landsman
Gary B. Landsman, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:55

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for
INVESTMENTS, LTD.,
BAIN'S A at the place designated in the foregoing Certificate
of Limited Partnership, I, Mark S. Kauffman, hereby agree to act
in this capacity, and I further agree to comply with the provisions
of all statutes relative to the proper and complete performance of
my duties, and I accept the duties and obligations of Section
620.192, Florida Statutes.

Date:

4/24/95

Mark S. Kauffman
Mark S. Kauffman,
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 26 AM 10:55

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned Notary Public, personally appeared Gary B. Landsman, the President of Bain's Investments, Inc., the general partner of Bain's Investments, Ltd., a Florida limited partnership, hereinafter referred to as "Partnership," who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is \$ 29,100.00.
2. The amount of additional capital contributions of the limited partners of the Partnership anticipated is \$ -0-.

Under 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.

WITNESSES:

Bain's Investments, Inc., Florida corporation

Gary B. Landsman
[Signature]

By: [Signature]

Gary B. Landsman,
as its President

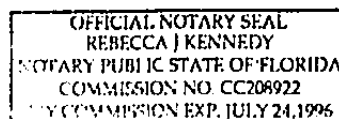
"GENERAL PARTNER"

The foregoing instrument was acknowledged before me, this 24th day of April, 1995, by Gary B. Landsman, President of Bain's Investments, Inc., a Florida corporation, who is personally known to me or who has produced [Signature] as identification and who did (did not) take an oath.

[Signature]
Notary Public
Print Name

REBECCA J. KENNEDY

My Commission Expires:



RECEIVED
95 APR 26 AM 10:53
COUNTY CLERK
STATE OF FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 FEB 22 AM 10:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000673

BAIN'S INVESTMENTS, LTD.

DO NOT WRITE IN THIS SPACE

2. How Mailing Address, if different from Principal Office Address, is Mailed
-02/26/96--01014--013

State Apt # etc *****342.45 *****342.45

City State & Zip

2a. How Principal Office Address, if Applicable

State Apt # etc

City State & Zip

Mailing Address

455 LONGBOAT KEY ROAD, #PH-4
LONGBOAT KEY FL 34228

Principal Office Address

455 LONGBOAT KEY ROAD, #PH-4
LONGBOAT KEY FL 34228

If above addresses are incorrect in any way, file through the correct information and enter correct address in Block 2 and/or 2a

3. Date Formed or Registered to Do Business in
FLORIDA
04/26/1995

3a. Date of Last Report

4. State or Country of Formation
FL

5a. Capital Contributions as Shown
on Record
\$29,100.00

5b. Amount of Capital Contributions in
FLORIDA to date
\$ 29,100

6. Filing Number
59-2312750

Applied For 7. CERTIFICATE OF STATUS REQUIRED
Not Applicable \$0.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee. Computed at a rate of \$7 per \$1,000 on amount entered in 5a or 5b if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee. \$130.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$130.75) AND NO MORE THAN \$578.25 (\$437.50 + \$130.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

KAUFFMAN, MARK S
455 LONGBOAT KEY ROAD, #PH-4
LONGBOAT KEY FL 34228

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number Is Not Acceptable)

State Apt # etc

City

Zip Code

FL

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

BAIN'S INVESTMENTS, INC.

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

455 LONGBOAT KEY ROAD

11b. City, State & Zip Code

LONGBOAT KEY FL 34228

11c. Registration/
Document Number

P95000033237

AR. \$ 203.70
SF. \$ 138.75

2/23/96

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I, the undersigned, certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(b), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(b) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to make this report as required by Chapter 620, Florida Statutes.

SIGNATURE

James J. Anderson

DATE

2/20/96

Typed or Printed Name of General Partner Signing Form

Telephone Number