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February 24, 1998

State of Florida
Department of State
Limited Partnership Division
P.O. Box 6327
Tallahassee, FL 32314

200002442822--7
-02/27/98--01073--002
****140.00 ****140.00

Re: BC2 Enterprises, LTD.

Dear Sir or Madam:

CM

Enclosed please find two original copies of the Certificate of Limited Partnership, Acceptance of Appointment as Registered Agent, and Affidavit of Capital Contributions for the above-referenced entity and our check in the amount of \$140.00 to cover the following:

- ✓ Filing Fee \$ 52.50 (Minimum Fee)
- ✓ Certified Copy Fee 52.50
- ✓ Registered Agent Fee 35.00

We would appreciate your filing the Certificate, certifying same and returning it to us.

Sincerely yours,


Joseph C. Skalski, Esquire

Enclosures

FILED
98 FEB 27 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF
BC2 ENTERPRISES, LTD.
a Florida limited partnership**

The undersigned General Partner, desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states:

1. The name of the Partnership is **BC2 ENTERPRISES, LTD.**
2. The address of the office of the Partnership is 2005 Pan Am Circle, Tampa, FL 33607.
3. The name and address of the agent for service of process on the Partnership are **BUENAVENTURA C. CUNILL**, 2005 Pan Am Circle, Tampa, FL 33607. PCB-18254
4. The name and business address of the sole general partner are **BC2 MANAGEMENT, INC.**, 2005 Pan Am Circle, Tampa, FL 33607.
5. The mailing address of the Partnership is 2005 Pan Am Circle, Tampa, FL 33607.
6. The latest date upon which the Partnership shall dissolve is **JANUARY 1, 2035.**

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

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed on behalf of the sole General Partner of **BC2 ENTERPRISES, LTD.** this 24th day of February, 1998.

**GENERAL PARTNER:
BC2 MANAGEMENT, INC.**

By: *BUENAVENTURA C. CUNILL*
BUENAVENTURA C. CUNILL, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 FEB 27 PM 12:17

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Prepared by:
Joseph C. Skalski
4500 140th Ave. N., Ste. 214
Clearwater, FL 33762
(813) 536-5001
Florida Bar No. 0802085

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as statutory registered agent for **BC2 ENTERPRISES, LTD.**, a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, I hereby agree to act in that capacity, and, on behalf of the Partnership, to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:



BUENAVENTURA C. CUNILL

98 FEB 27 PM 12: 18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

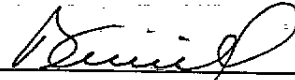
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared BUENAVENTURA C. CUNILL, President of BC2 MANAGEMENT, INC., the sole general partner of BC2 ENTERPRISES, LTD. (the "Partnership"), who, upon being duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the limited partners is, in the aggregate, One Thousand and No/100 (\$1,000) Dollars.
2. At this time, it is not anticipated that additional capital contributions will be made by the limited partners.

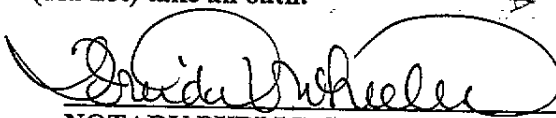
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

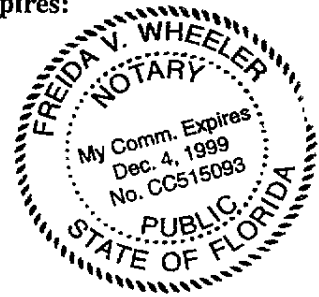
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


 BUENAVENTURA C. CUNILL, Applicant

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 SECRETARY OF FLORIDA
 TALLAHASSEE, FLORIDA

Sworn to (or affirmed) and subscribed before me this 24th day of February, 1998, by BUENAVENTURA C. CUNILL, who is personally known to me or who has produced a valid driver's license as identification and who did (did not) take an oath.


 NOTARY PUBLIC, State of Florida
 My Commission Expires:



Prepared by:
 Joseph C. Skalski
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