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FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300

ACCT#: 076067004147

FAX #: (954)763-2439

NAME: BMS DAVIE, LTD
AUDIT NUMBER.....H98000007245
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
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DONNA MILLER BROOKS
ENGLISH, MCCAUGHEAN & O'BRYAN, P.A.
100 N.E. 3 AVE., SUITE 1100
FORT LAUDERDALE, FL 33301

SUBJECT: BMS DAVIE, LTD.
REF: W98000008618

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The registered agent must sign accepting the designation.

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Cathy A Mitchell
Corporate Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1998

DONNA MILLER BROOKS
ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
100 N.E. 3 AVE., SUITE 1100
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Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H98000007245
Letter Number: 898A00020727

FAX AUDIT #H98000007245

BMS DAVIE, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108, Florida Statutes, the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

- 1. The name of the Limited Partnership is BMS DAVIE, LTD.
- 2. The office of the Limited Partnership is at 5901 S.W. 74th Street, Suite 205, Miami, Florida 33143 and the name and address of the agent for service of process is EMO Corporate Services, Inc. 100 N.E. Third Avenue, Suite 1100, Ft. Lauderdale, FL 33301.

- 3. The name and business address of the General Partner is:

BMS of Davie, Inc.
5901 S.W. 74th Street
Suite 205
Miami, Florida 33143

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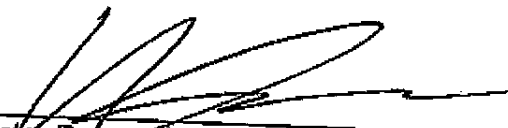
- 4. The mailing address of the Limited Partnership is:

5901 S.W. 74th Street
Suite 205
Miami, Florida 33143

- 5. The latest date upon which the Limited Partnership is to dissolve is fifty (50) years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the parties have executed this Certificate as of April 9, 1998.

BMS OF DAVIE, INC.. a Florida corporation,
its general partner

By: 
Victor Brown, President

PREPARED BY: Donna Miller Brooks
English, McCaughan & O'Bryan, P.A.
100 N. E. 3 Ave., Suite 1100
Fort Lauderdale, FL 33301
(954) 462-330
FLORIDA BAR #0768669

FAX AUDIT #H98000007245

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Victor Brown, President of BMS OF DAVIE, INC., a Florida corporation, constituting all the General Partners of BMS DAVIE, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

1. The amount of capital contributions of the Limited Partners is \$990.00.
2. The anticipated amount of capital to be contributed is \$1,000.00.

This 9 day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:
BMS OF DAVIE, INC.

a Florida corporation

By: 
Victor Brown, President

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TALLAHASSEE, FLORIDA

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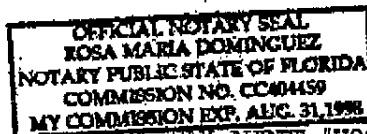
STATE OF FLORIDA
COUNTY OF Dade

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Victor Brown, President of BMS OF DAVIE, INC., a Florida corporation, General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9 day of April, 1998.


NOTARY PUBLIC

My Commission Expires:



FAX AUDIT #H98000007245

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BMS DAVIE, LTD. as made in the foregoing Certificate of Limited Partnership.

EMO CORPORATE SERVICES, INC.

Date: 4/16/98

By: Patrice A. Hunter
Patrice A. Hunter, Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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