

**PMG PINELOCH
MANAGEMENT
CORPORATION**

April 14, 1998

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-04/28/98-01034-002
***1837.50 ***1837.50

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: BBF, Ltd. (the "Partnership")

Dear Sir or Madam:

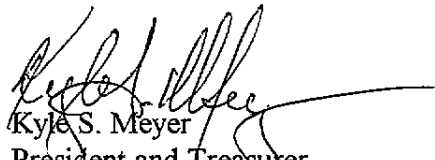
Enclosed please find the following documents to be filed:

1. One original and a copy of the Certificate of Limited partnership for the Partnership;
2. Affidavit of Capital Contributions;
3. Certificate Designating Place of Business and Registered Agent.

Also enclosed is our check in the amount of \$1,837.50 made payable to Florida Secretary of State to cover the filing fees of \$1,750.00, registered agent designation of \$35.00 and for a certified copy of the Certificate of Limited Partnership of \$52.50.

Please mail us the copy of the filed Certificate of Limited Partnership. Thank you for your prompt attention to this matter.

Sincerely,


Kyle S. Meyer
President and Treasurer

KSM:ppc
Enclosures

xc: Charles H. Egerton, Esq.
w/enclosures

A98-1051

Name	<i>OR 4-29</i>
Availability	<i>OR</i>
Document Examiner	<i>OR</i>
Updater	<i>OR</i>
Updater Verifier	<i>OR</i>
Acknowledgment	<i>OR</i>
W. P. Verifier	<i>OR</i>

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BBF, LTD.

FILED
98 APR 28 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned General Partner, desiring to form a Limited Partnership pursuant to the Florida Revised Uniform Limited Partnership Act, Sections 620.101 through 620.192 of the Florida Statutes, hereby states the following:

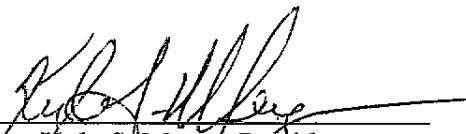
1. The name of the Partnership is "BBF, Ltd."
2. The address of the Partnership as referred to in Section 620.105, Florida Statutes, is 260 West Pineloch Street, Orlando, Florida 32806.
3. The name of the agent for service of process on the Partnership shall be Kyle S. Meyer, 260 West Pineloch Street, Orlando, Florida 32806.
4. The name and business address of the General Partner are as follows:

Pineloch Management Corporation
260 West Pineloch Street
Orlando, Florida 32806
527489
5. The mailing address for the Partnership is 260 West Pineloch Street, Orlando, Florida 32806.
6. The latest date upon the Partnership shall be dissolved is December 31, 2075.
7. A conveyance or encumbrance of real property or any interest therein held in the name of the Partnership, and any other instrument affecting title to real property in which the Partnership has an interest shall be executed in the name of the Partnership by the General Partner.

This Certificate of Limited Partnership was executed by the General Partner this 14th day of ~~March~~ April 1998. KM

GENERAL PARTNER:

PINELOCH MANAGEMENT CORPORATION

By: 
Kyle S. Meyer, President

STATE OF FLORIDA
COUNTY OF ORANGE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Kyle S. Meyer, as President of Pineloch Management Corporation, the sole General Partner of BBF, Ltd. (the "Partnership"), of Orange County, Florida, who, upon duly sworn, certified as follows:

1. The amount of capital contributions to the Partnership made by the Limited Partners is \$491,000.00.
2. The amount of additional capital contributions anticipated to be contributed by the Limited Partners is \$0.00.

FURTHER AFFIANT SAITH 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.

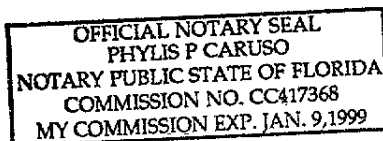
GENERAL PARTNER:

PINELOCH MANAGEMENT CORPORATION

By: Kyle S. Meyer
Kyle S. Meyer, President

The foregoing instrument was acknowledged before me this 14 day of April 1998, by Kyle S. Meyer, President of Pineloch Management Corporation, a Florida corporation, on behalf of the corporation. He is personally known to me [or has produced _____ (type of identification) as identification] and did take an oath.

Phylis P. Caruso
[signature of Notary]



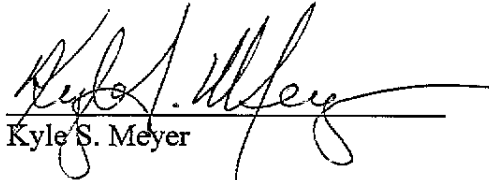
[name of Notary, typed, printed or stamped]

[commission number]

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for the above-referenced Partnership, at the place designated in the foregoing Certificate of Limited Partnership, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent. I am familiar with, and accept the duties and obligations of, Section 620.192 of the Florida Statutes.

REGISTERED AGENT:



Kyle S. Meyer

Dated: March 14, 1998
April

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FILED
98 APR 28 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA