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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 639252 ⁸ 80983A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

97 DEC 17 PM 4: 07
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : December 17, 1997

ORDER TIME : 2:25 PM

ORDER NO. : 639252-015

CUSTOMER NO: 80983A

CUSTOMER: Robert F. Greene, Esq.
Greene Donnelly Schermer
Suite 400
1301 6th Avenue West
Bradenton, FL 34205

500002376025-4
-12/18/97-01001-017
****346.25 ****346.25

FOREIGN FILINGS

NAME: BGK PORTFOLIO II LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Stacy L Earnest

PK
RECEIVED
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DIVISION OF CORPORATION

CF 285.00
CERT 61.25

GREENE, DONNELLY & SCHERMER

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TALLAHASSEE, FLORIDA
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Tampa, Florida 33602
Telephone: (813) 272-1480
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Of Counsel:
DAVID J. TIPTON

*Board Certified Real Estate Lawyer

December 16, 1997

Florida Department of State
Division of Corporations - Registration Section
P. O. Box 6327
Tallahassee, Florida 32314

RE: Registration to Transact Business in Florida by a Limited Liability Company - BGK
Portfolio II LLC

Dear Sir:

Enclosed find our check in the amount of \$346.25, together with two originals of Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida, Affidavit of Membership and Contributions for Foreign Limited Liability Company, Certificate of Registered Agent and original Certificate of Good Standing from the State of New Mexico.

Please process the enclosed application and return the certified copy of the filing and Certificate of Status to this office. Please contact the undersigned with any questions.

Sincerely yours,


Robert F. Greene

RFG/gm

Enclosures

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. BGK Portfolio II LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. New Mexico
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 9510448022
(FEI number, if applicable)
4. November 20, 1997
(Date of Organization)
5. 2057
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 23, 1997
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 330 Garfeild Street, Suite 200, Santa Fe, New Mexico 87501

(Street address of principal office)

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8. List name, title, and business address of each managing member[MGRM] or manager[MGR]who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Edward Gilbert, Manager</u>	<u>330 Garfield St., Santa Fe, NM 87501</u>		
<u>Fred Kolber, Manager</u>	<u>330 Garfield St., Santa Fe, NM 87501</u>		
<u>Ed Berman, Manager</u>	<u>330 Garfeild St., Santa Fe, NM 87501</u>		
_____	_____	_____	_____
_____	_____	_____	_____
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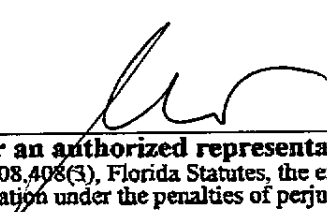
9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of BGK Portfolio II
certifies:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member(s) is \$ 100.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ NONE;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 100.00;
(This total includes amounts from 2 and 3 above.)



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Edward M. Gilbert

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

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TALLAHASSEE FLORIDA
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1. The name of the Limited Liability Company is:

BYK Portfolio II LLC

2. The name and the Florida street address of the registered agent and office are:

Robert Greene c/o Greene, Donnelly & Schermer
(Name)

1301 6th Avenue West, Suite 505
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Bradenton, FL 34205
City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert Schermer
(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW MEXICO



OFFICE OF

THE STATE CORPORATION COMMISSION

CERTIFICATE OF GOOD STANDING AND COMPLIANCE

IT IS HEREBY CERTIFIED that:

BGK PORTFOLIO II LLC

1898923

an organization organized under the laws of NEW MEXICO

is duly authorized to transact business in New Mexico as a Domestic Organization, under the

LIMITED LIABILITY COMPANY ACT (53-19-1 TO 53-19-74 NMSA 1978)

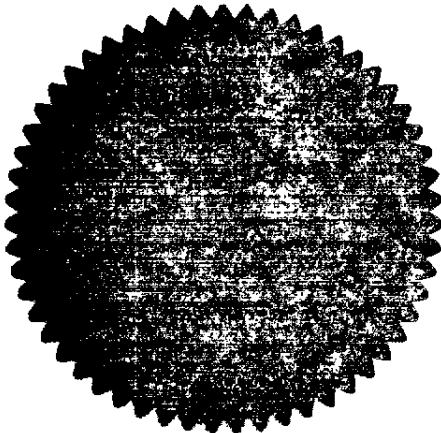
having filed its Articles of Organization NOVEMBER 20, 1997 and Certificate of Organization issued as of said date.

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IT IS FURTHER CERTIFIED that the fees due the State Corporation Commission, which have been assessed against the aforesaid organization, have been paid to date and aforesaid organization is in good standing and duly authorized to transact business as its existence has not been revoked in New Mexico. This Certificate is not to be construed as an endorsement, recommendation or notice of approval of the organization's financial condition or business activities and practices. This Certificate of Good Standing and Compliance expires when existence ceases as provided by law.

Dated: NOVEMBER 21, 1997

In Testimony Whereof, the State Corporation Commission of the State of New Mexico has caused this certificate to be signed by its Chairman and the Seal of said Commission to be affixed at the City of Santa Fe



[Signature of Chairman]

Chairman

[Signature of Director]

for Director