



THE UNITED STATES
CORPORATION
COMPANY

A000000000714

ACCOUNT NO. : 072100000032

REFERENCE : 680705 81325A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 1, 2000

ORDER TIME : 10:45 AM

ORDER NO. : 680705-005

CUSTOMER NO: 81325A

CUSTOMER: Mr. Gregory S. Band
LEVIN AND TANNENBAUM, P.A.
LEVIN AND TANNENBAUM, P.A.
Suite 102
1680 Fruitville Road
Sarasota, FL 34236

4000003232414--3

-05/01/00--01078--003
****735.00 ****735.00

DOMESTIC FILING

NAME: BAYPLAS1 OF FLORIDA, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -1 PM 2:46

RECEIVED
00 MAY -1 AM 11:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CERTIFICATE OF LIMITED PARTNERSHIP OF

BAYPLAS1 OF FLORIDA, LTD.

a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -1 PM 2:46

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:

BAYPLAS1 OF FLORIDA, LTD.

2. The address of the office of the Partnership is:

6222 99TH Street East
Bradenton, FL 34202

3. The name and address of the agent for service of process on the Partnership is as follow:

Michael J. Schaefer
6222 99TH Street East
Bradenton, FL 34202

4. The names and business addresses of the general partners are as follows:

Bayplas1, Inc., a Delaware corporation
6222 99TH Street East
Bradenton, FL 34202

5. The mailing address of the Partnership is:

6222 99TH Street East
Bradenton, FL 34202


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.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by Michael J. Schaefer as President of Bayplas1, Inc., General Partner of Bayplas1 of Florida, Ltd., a Florida Limited Partnership, this 28th day of April, 2000.

“GENERAL PARTNERS”

 Pres.
BAYPLAS1, INC., a Delaware Corporation
By: Michael J. Schaefer, Its President

WITNESSES AS TO
Michael J. Schaefer, President:

Susan H. Ray
 127

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -1 PH 3:46

BEFORE ME, the undersigned Notary Public, personally appeared Michael J. Schaefer, President of BAYPLAS 1, INC., the general partner of the BAYPLAS 1 OF FLORIDA, 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 \$ 100,000.
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 AS TO
Michael J. Schaefer

[Signature]
[Signature]

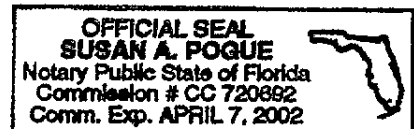
[Signature]
MICHAEL J. SCHAEFER

STATE OF FL.
COUNTY OF Sarasota

The foregoing instrument was sworn to and acknowledged before me this 28th day of April, 2000, by MICHAEL J. SCHAEFER, as President of BAYPLAS1, INC., a Delaware corporation.

[Signature]
Notary Public
Print Name: SUSAN A. POGUE
My Commission Expires: _____

Personally Known ☒ (OR) Produced Identification _____
Type of identification produced _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the BAYPLAS1 OF FLORIDA, LTD., at the place designated in the foregoing Certificate of Limited Partnership, I, MICHAEL SCHAEFER, 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.



Michael Schaefer
Registered Agent

Date:

4-28-00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -1 PM 2:46