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FLORIDA LIMITED PARTNERSHIP

BFC/APCA HOLDINGS, LTD.

Certificate of Status	1
Certified Copy	1
Page Count	03
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BFC/APCA HOLDINGS, LTD.

This Certificate of Limited Partnership of BFC/APCA Holdings, Ltd. (the "Partnership"), dated as of June 21st, 2000 is being duly executed and filed by the undersigned to form a limited partnership under and pursuant to the Florida Revised Uniform Limited Partnership Act (Chapter 620, Florida Statutes).

1. Name. The name of the limited partnership formed hereby is BFC/APCA Holdings, Ltd.

2. Business and Mailing Address. The business and mailing address of the Partnership is 433 Plaza Real, Suite 335, Boca Raton, Florida 33432.

3. Name and Address of Registered Agent. The name and address of the registered agent for service of process on the Partnership in the State of Florida are K. Lawrence Gragg, c/o White & Case, LLP, 200 S. Biscayne Boulevard, Miami, Florida 33131-2352.

4. Duration. The latest date upon which the Partnership is to be dissolved is October 1, 2050.

5. General Partner. The name and the mailing address of the general partner of the Partnership are: CTA Properties, Inc., 433 Plaza Real, Suite 335, Boca Raton, Florida 33432.

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IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership as of the date first above written.

CTA PROPERTIES, INC., a Florida corporation

By: K. Lawrence Gragg
K. Lawrence Gragg, Vice President

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent for the above stated limited partnership, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 620.192 relative to keeping open said office.

K. Lawrence Gragg

K. Lawrence Gragg accepts designation as registered agent for service of process

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR BFC/APCA HOLDINGS, LTD.

The undersigned constituting all of the general partners of **BFC/APCA HOLDINGS, LTD.**, a Florida Limited Liability Partnership, certify:

The amount of capital contributions to date of the limited partner is \$1.00.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$990,000.00.

Signed this 21st day of June, 2000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury we declare that we have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

CTA PROPERTIES, INC., a Florida corporation

By: K. Lawrence Gragg
K. Lawrence Gragg, Vice President

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