

FROM HILL, WARD & HENDERSON, P.A.

(MON 12/4/00 14:23/ST 14:23 NO. 46020722 P. 1)

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Florida Department of State
Division of Corporations
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Account Name : HILL, WARD & HENDERSON, P.A. II
Account Number : 072100000520
Phone : (813) 221-3900
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FLORIDA LIMITED PARTNERSHIP

BG 1, Ltd.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BG 1, LTD.

The undersigned party, desiring to form a limited partnership under the Florida Revised Uniform Limited Partnership Act, does hereby certify and swear as follows:

- I. Name. The name of the partnership shall be:

BG 1, Ltd

- II. Name and Address of Registered Agent. The name and address of the agent and office for service of process of the limited partnership shall be:

Stephen M. Hudoba
101 East Kennedy Blvd.
Suite 3700
Tampa, Florida 33602

- III. General Partner. The name and address of the general partner of the limited partnership is as follows:

KB Investment Holdings, Ltd.
4340 West Hillsborough Avenue
Suite 212
Tampa, Florida 33614

- IV. Location of Principal Place of Business and Mailing Address. The limited partnership's principal place of business and mailing address shall be:

4340 West Hillsborough Avenue
Suite 212
Tampa, Florida 33614

- V. Term. The term for which the limited partnership is to exist will be from the date of the filing of this Certificate of Limited Partnership until dissolution, which shall be:

- (a) on December 31, 2025;
- (b) the sale, abandonment or disposal by the limited partnership of all or substantially all of its assets;
- (c) the entry of a final judgment, order or decree of a court of competent jurisdiction adjudicating the limited partnership to be bankrupt, and the expiration of the period, if any, allowed by applicable law to appeal therefrom;

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- (d) any event of dissolution or termination as described in the BG 1 Limited Partnership Agreement;
- (e) the determination by the General Partner to dissolve the Partnership.

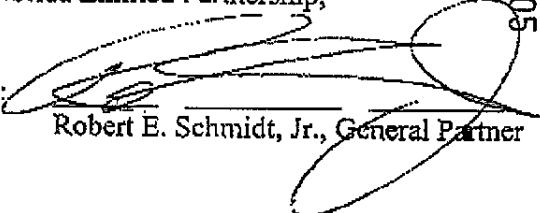
IN WITNESS WHEREOF, the undersigned has duly sworn to and executed this Certificate on the date and year indicated below.

Executed this 4th day of December, 2000.

"General Partner"

KB Investment Holdings, Ltd.,
a Florida Limited Partnership,

By:

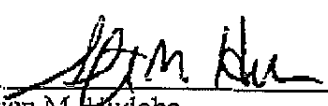

Robert E. Schmidt, Jr., General Partner

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated limited partnership I hereby accept appointment as its 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.


Stephen M. Hudoba

Date: Dec 4, 2000

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A FLORIDA LIMITED PARTNERSHIP

THE UNDERSIGNED, as the sole general partner of BG 1, Ltd., a Florida Limited Partnership, certifies:

The amount of capital contributions to date of the limited partners of the Partnership is \$100.00.

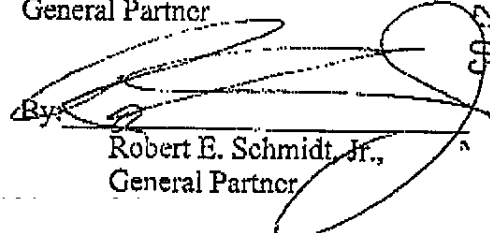
The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

DATED this 4th day of December, 2000.

FURTHER AFFIANT SAYETH NOT.

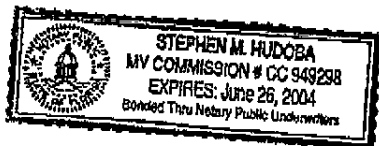
Under the penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

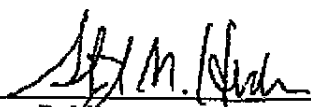
KB Investment Holdings, Ltd.
General Partner

By: 
Robert E. Schmidt, Jr.,
General Partner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4th day of December, 2000, by Robert E. Schmidt, Jr., General Partner of KB Investment Holdings, Ltd. He is personally known to me or has produced _____ as identification.




Notary Public
My Commission Expires:
Commission Number:

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