

CORP DIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOVELL, FLORIDA
TALLAHASSEE, FLORIDA 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

A01000001491

FILED
NOV -7 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: CINDY HICKS

DATE: 11-7-01

REF. #: 0174. 3082

CORP. NAME: Bahia Vista Associates

600004670506--1
-11/07/01--01016--010
***1837.50 ***1837.50

- | | | |
|---------------------------------|----------------------------|-----------------------------|
| () ARTICLES OF INCORPORATION | () ARTICLES OF AMENDMENT | () ARTICLES OF DISSOLUTION |
| () ANNUAL REPORT | () TRADEMARK/SERVICE MARK | () FICTITIOUS NAME |
| () FOREIGN QUALIFICATION | (X) LIMITED PARTNERSHIP | () LIMITED LIABILITY |
| () REINSTATEMENT | () MERGER | () WITHDRAWAL |
| () CERTIFICATE OF CANCELLATION | () UCC-1 | () UCC-3 |
| () OTHER: | | |

RECEIVED
01 NOV -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 1001 FOR \$ 1837.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ BK

PLEASE RETURN:

- (X) CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY
() CERTIFICATE OF STATUS

Examiner's Initials

CERTIFICATE OF LIMITED PARTNERSHIP

BAHIA VISTA ASSOCIATES, LTD.,
a Florida limited partnership

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partners desiring to form a limited partnership ("Partnership") pursuant to the Florida Revised Uniform Limited Partnership Law as set forth in Chapter 620 of the Florida Statutes, do hereby state the following:

1. The name of the Partnership is:

BAHIA VISTA ASSOCIATES, LTD.

2. The principal office address of the Partnership is:

c/o David S. Band, General Partner
240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

3. The mailing address of the Partnership is:

c/o David S. Band, General Partner
P. O. Box 49948
Sarasota, Florida 34230-6948

4. The name and address of the registered agent of the Partnership is:

Mark S. Kauffman
455 Longboat Club Road
PH-4
Longboat Key, Florida 34228

5. The name and address of each general partner of the Partnership is:

David S. Band
240 S. Pineapple Avenue
10th Floor
Sarasota, Florida 34236

The Kauffman Family Partnership #2, Ltd.,
a Florida limited partnership
c/o Mark S. Kauffman, President
Kauffman Properties Corporation-Two,
a Florida corporation, general partner
455 Longboat Club Road
Ph-4
Longboat Key, Florida 34228

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

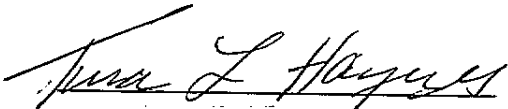
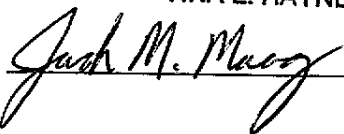
6. The Partnership shall have a perpetual existence, except as otherwise provided by law or in accordance with the Limited Partnership Agreement.
7. The effective date of this Partnership shall be the effective date of the filing of this Certificate of Limited Partnership with the Department of State.

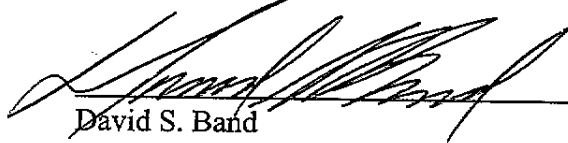
The execution of this Certificate of Limited Partnership by the undersigned general partners constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partners of BAHIA VISTA ASSOCIATES, LTD., a Florida limited partnership, this 8th day of November, 2001.

WITNESSES:

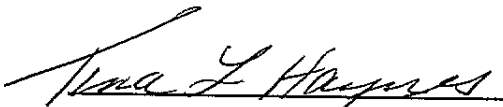
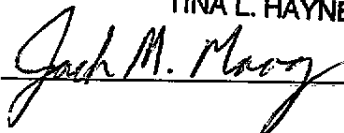
BAHIA VISTA ASSOCIATES, LTD.,
a Florida limited partnership


TINA L. HAYNES



David S. Band

THE KAUFFMAN FAMILY PARTNERSHIP #2,
LTD., a Florida limited partnership

BY: KAUFFMAN PROPERTIES CORPORATION-
TWO, a Florida corporation, general partner


TINA L. HAYNES


By: 
Mark S. Kauffman, President

"GENERAL PARTNERS"

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

BAHIA VISTA ASSOCIATES, LTD.,
a Florida limited partnership

Having been named to accept service of process for BAHIA VISTA ASSOCIATES, LTD., a Florida limited partnership, at the place designated in the foregoing Certificate of Limited Partnership, I 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 of the Florida Statutes.

Date: 11/6/01

Mark S. Kauffman
Mark S. Kauffman

"REGISTERED AGENT"

STATE OF FLORIDA
COUNTY OF SARASOTA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BAHIA VISTA ASSOCIATES, LTD.,
a Florida limited partnership

BEFORE ME, the undersigned Notary Public, personally appeared the undersigned, as general partners of BAHIA VISTA ASSOCIATES, LTD., a Florida limited partnership, ("Partnership,") who, upon being duly sworn, certified as follows:

1. The amount of the capital contributions of the limited partners of the Partnership is: \$1,400,000.00.
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:

BAHIA VISTA ASSOCIATES, LTD.,
a Florida limited partnership

Tina L. Haynes

David S. Band
David S. Band

Jack M. Marry

THE KAUFFMAN FAMILY PARTNERSHIP #2,
LTD., a Florida limited partnership

BY: KAUFFMAN PROPERTIES CORPORATION-
TWO, a Florida corporation, general partner

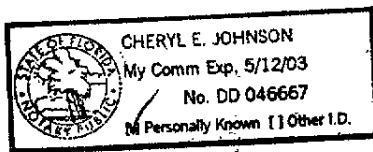
Tina L. Haynes

By: Mark S. Kauffman
Mark S. Kauffman, President

Jack M. Marry

"GENERAL PARTNERS"

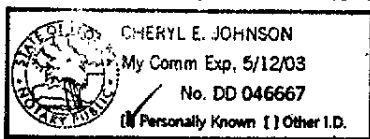
The foregoing instrument was acknowledged before me, this 10th day of November, 2001, by David S. Band, as general partner of BAHIA VISTA ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



Cheryl E. Johnson
Notary Public
Print Name _____
My Commission Expires _____

FILED
NOV - 7 PM 11:12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me, this 10th day of November, 2001, by Mark S. Kauffman as President of Kauffman Properties Corporation-Two, a Florida corporation, as general partner of The Kauffman Family Partnership #2, Ltd., as general partner of BAHIA VISTA ASSOCIATES, LTD., a Florida limited partnership, who is personally known to me and who did not take an oath.



Cheryl E. Johnson
Notary Public
Print Name _____
My Commission Expires _____

(BRH/10246-1/552369)