

A02000000/318  
CT CORPORATION SYSTEM

CORPORATION(S) NAME

2) BFD Capital Management, L.P.

FILED  
2002 SEP 30 PM 2:49  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED  
02 OCT - 2 PM 11:21  
02 SEP 30 PM 2:30

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

9/30/02

KF

**File Second!!**

Order#: 5618342

000008108870--0

-09/30/02--01057--018

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

Please back date  
to 9/30/02

**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**BFD CAPITAL MANAGEMENT, L.P.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Under Section 620.108 of the Florida Revised  
Uniform Limited Partnership Act (1986)

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THE UNDERSIGNED, for the purpose of forming a limited partnership pursuant to Section 620.108 of the Florida Revised Uniform Limited Partnership Act (1986), does hereby certify:

FIRST: The name of the limited partnership is: BFD CAPITAL  
MANAGEMENT, L.P.

SECOND: The address of the office of the limited partnership is:

BFD Capital Management, L.P.  
2474 Players Court  
Wellington, Florida 33414

The name and address of the agent for service of process required to be maintained by Section 620.105 is:

BFD Capital Florida, Inc.  
2474 Players Court  
Wellington, Florida 33414

#P02000106146

THIRD: The name and business address of each general partner is as follows:

BFD Capital Florida, Inc.  
2474 Players Court  
Wellington, Florida 33414

FOURTH: A mailing address for the limited partnership is:

BFD Capital Management, L.P.  
2474 Players Court  
Wellington, Florida 33414

FIFTH: The latest date upon which the limited partnership is to dissolved is:  
December 31, 2101.

IN WITNESS WHEREOF, the General Partner has made and signed this certificate this 27th day of September, 2002, and affirms the statements contained herein as true under penalties of perjury.

BFD CAPITAL FLORIDA, INC.,  
General Partner



Name: David Behr

Title: Assistant Vice-President

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**ACCEPTANCE OF REGISTERED AGENT**


**FOR**

**BFD CAPITAL MANAGEMENT, L.P.**

Having been named as registered agent to accept service of process for the above stated partnership, at the place designated in this certificate, BFD Capital Florida, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

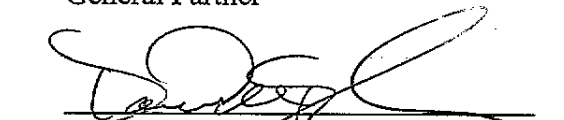
Dated: September 30, 2002

**BFD CAPITAL FLORIDA, INC.**

  
Name: David Behr  
Title: Assistant Vice-President

Acknowledged and agreed to by the General Partner:

**BFD CAPITAL FLORIDA, INC.,  
General Partner**

  
Name: David Behr  
Title: Assistant Vice-President

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

**OF**

**BFD CAPITAL MANAGEMENT, L.P.**

Under Section 620.108 of the Florida Revised  
Uniform Limited Partnership Act (1986)

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DAVID BEHR CORPORATION  
TALLAHASSEE, FLORIDA

STATE OF New York )  
COUNTY OF New York )

ss:

BFD Capital Florida, Inc., through David Behr, its Assistant Vice-President,  
being duly sworn, hereby deposes and say:

1. I make this affidavit pursuant to Section 620.108 of the Florida Revised  
Uniform Limited Partnership Act (1986).

2. The amount of the capital contributions of the limited partners of the  
Partnership are as follows:

<u>Limited Partner</u>	<u>Capital Contribution</u>
Peter Duerr	\$300
Julie C. Freier	\$200
The Maxwell Company	\$200
First Atlantic Europe, LLC	\$200
Sean Christian Duerr	\$100

3. There are currently no additional anticipated capital contributions from  
any limited partners of the Partnership.

IN WITNESS WHEREOF, I have set my hand hereto, this 27th day of  
September, 2002.

BFD CAPITAL FLORIDA, INC.,  
General Partner

  
Name: David Behr  
Title: Assistant Vice-President

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

STATE OF NEW YORK  
: ss.:  
COUNTY OF NEW YORK

The foregoing instrument was acknowledged before me this 27th day of  
September, 2002, by David Behr who is personally known to me and who ~~did~~ did not take an  
oath.

OFFICIAL NOTARIAL SEAL:


(type, print, or stamp name)

Notary Public

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

WILLIAM R. CARR  
Notary Public, State of New York  
No. 02CA6001833  
Qualified in New York County  
Commission Expires April 19, 20 06  
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