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7/1/2003

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CERTIFICATE OF LIMITED PARTNERSHIP

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The name of the Limited Partnership is **BPI MANAGEMENT, LTD.**
2. The address of the office and the name and address of the agent for service of process required to be maintained by Section 620.105 of the Florida Statutes is:

Robert M. Kramer
KRAMER, GREEN, ZUCKERMAN, GREENE & BUCHSBAUM, P.A.
4000 Hollywood Boulevard, Suite 485 South
Hollywood, Florida 33021

3. The name and business address of each General Partner is:

Steven Warfield
1218 Park Avenue
Suite 1
Orange Park, FL 32073

4. The mailing and street address for the Limited Partnership is :

BPI MANAGEMENT, LTD.
c/o Steven Warfield
1218 Park Avenue
Suite 1
Orange Park, FL 32073

5. The latest date upon which the Limited Partnership is to dissolve is December 31, 2052.

GENERAL PARTNER:

STEVEN WARFIELD

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA }

COUNTY OF DUVAL }

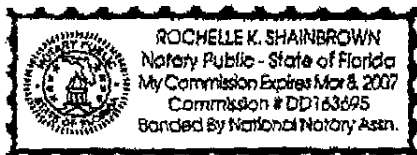
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STEVEN WARFIELD, General Partner of BPI MANAGEMENT, LTD., to me known to be the person described in and who executed the foregoing Certificate of Limited Partnership and he acknowledged before me that he executed the same. He is personally known to me or produced _____ as identification, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26TH day of June, 2003.

Rochelle K. Shainbrown
NOTARY PUBLIC

ROCHELLE K. SHAINBROWN
Printed Name

My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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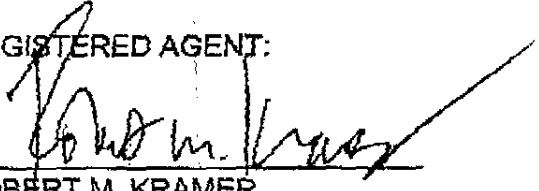
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT**BPI MANAGEMENT, LTD.**

The undersigned, having been named the Registered Agent for the above Limited Partnership at 4000 Hollywood Boulevard, Suite 485 South, Hollywood, Florida 33021, the undersigned hereby accepts the same and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated: July 1, 2003.

REGISTERED AGENT:


ROBERT M. KRAMER

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TALLAHASSEE, FLORIDA

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LIMITED PARTNERSHIP AFFIDAVIT

STATE OF FLORIDA }
COUNTY OF DUVAL }

Pursuant to Section 620.108 of the Florida Statutes, the following statement is made:

1. The undersigned is the sole General Partner of BPI MANAGEMENT, LTD.
2. The amount of the original capital contributions of the Limited Partners is \$990. The additional amount anticipated to be contributed by the Limited Partners is \$0.

FURTHER AFFIANT SAYETH NAUGHT.

GENERAL PARTNER:

BY: [Signature]
STEVEN WARFIELD

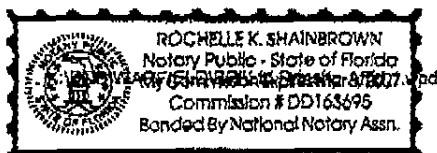
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Steven Warfield, General Partner of BPI MANAGEMENT, LTD., to me known to be the person described in and who executed the foregoing Limited Partnership Affidavit and he acknowledged before me that he executed the same. He is personally known to me or produced as identification and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 26 day of June, 2003.

[Signature]
NOTARY PUBLIC, State of Florida

ROCHELLE K. SHAINBROWN
Print Name

My Commission expires:



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