

A03000001444

(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

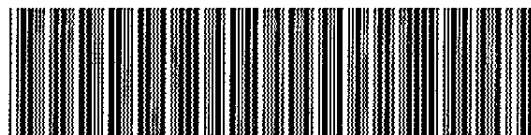
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DIVISION OF CORPORATION

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STATE
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 272387 7236924

AUTHORIZATION :

COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : October 8, 2003

ORDER TIME : 10:59 AM

ORDER NO. : 272387-005

CUSTOMER NO: 7236924

CUSTOMER: Gary A. Korn, Esq
Leopold, Korn & Leopold, P.a.

Suite 501, 20801 Biscayne
Blvd. Aventura Corp Center
Aventura, FL 33180

DOMESTIC FILING

NAME: BAHIA MORTGAGE INVESTMENT
GROUP, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAHIA MORTGAGE INVESTMENT GROUP, LTD.**

WE, the undersigned, desiring to form a Limited Partnership, and pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Sections 620.101 et seq., of the Florida Statutes, do hereby certify:

1. The name of the entity under which such Limited Partnership is to be conducted is **BAHIA MORTGAGE INVESTMENT GROUP, LTD.**
2. The address of the office of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.
3. The agent for service of process upon the Limited Partnership is HARVEY BIRDMAN, whose address is 307 South 21st Avenue, Hollywood, Florida 33020.
4. The name and business address of the sole general partner of the Limited Partnership is BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company, 307 South 21st Avenue, Hollywood, Florida 33020. *LU3000035036*
5. The name and business address of the sole limited partner of the Limited Partnership is GARY A. KORN, Trustee, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.
6. The mailing address of the Limited Partnership is 307 South 21st Avenue, Hollywood, Florida 33020.
7. The latest date upon which the Limited Partnership is to dissolve is January 1, 2015.

DATED this 18th day of September, 2003.

GENERAL PARTNER:

BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company

By: _____

HARVEY BIRDMAN, Manager

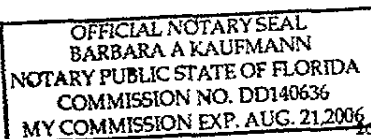
LIMITED PARTNER:

GARY A. KORN, Trustee

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing instrument was acknowledged before me this 18th day of September, 2003, by HARVEY BIRDMAN, as Manager of BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company, who is personally known to me.

My Commission Expires:



Barbara A. Kaufmann
Notary Public, State of Florida

Print Name: **Barbara A. Kaufmann**

LEOPOLD, KORN & LEOPOLD, P.A.

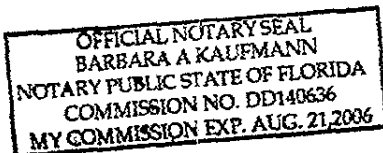
20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

)
) SS:
)

The foregoing instrument was acknowledged before me this 16th day of September, 2003, by GARY A. KORN, Trustee, who is personally known to me.

My Commission Expires:



Barbara A. Kaufmann
Notary Public, State of Florida

Print Name: Barbara A. Kaufmann

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in this Certificate of Limited Partnership for BAHIA MORTGAGE INVESTMENT GROUP, LTD., a Florida Limited Partnership.

Harvey Birdman
HARVEY BIRDMAN, Registered Agent

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

BEFORE ME, the undersigned authority, personally appeared HARVEY BIRDMAN ("Affiant"), who being first duly sworn, upon oath, states as follows:

1. That Affiant is the Manager of BAHIA-TAMPA HOLDINGS, L.L.C., a Florida limited liability company (the "Company"), and is duly authorized to execute this Affidavit on behalf of the Company.

2. That the Company is the sole general partner of BAHIA MORTGAGE INVESTMENT GROUP, LTD., a Florida limited partnership (the "Limited Partnership") and GARY A. KORN, Trustee is the sole limited partner of the Limited Partnership.

3. That the amount of the capital contribution of the sole limited partner and the amount anticipated to be contributed by the sole limited partner is as follows:

Amount contributed: \$ 100.00

Amount anticipated
to be contributed \$ 999,900.00

FURTHER AFFIANT SAYETH NOT.



HARVEY BIRDMAN - Affiant

SWORN TO, ACKNOWLEDGED AND SUBSCRIBED before me this 15th day of September, 2003, by HARVEY BIRDMAN, Affiant, who is personally known to me.

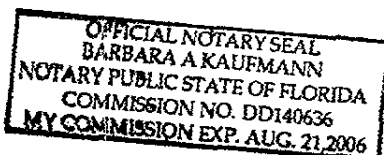
My Commission Expires:



Notary Public, State of Florida

Barbara A. Kaufmann

Print Name: _____



LEOPOLD, KORN & LEOPOLD, P.A.

20801 Biscayne Boulevard, Suite 501, Aventura, FL 33180 Telephone: 305-935-3500