

A95000000682

LAW OFFICES

RIJONICK & WOLFE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

1300 EYE STREET, N.W.

WASHINGTON, D.C. 20005-3314

TELEPHONE (202) 958-8800

TELECOMPER (202) 958-8810

CHICAGO OFFICE

803 NORTH LA SALLE STREET
CHICAGO, ILLINOIS 60610-1803
TELEPHONE (312) 368-4000
TELECOMPER (312) 368-7818
TELEX 784347

TAMPA OFFICE

101 EAST KENNEDY BLVD.
TAMPA, FLORIDA 33602-8133
TELEPHONE (813) 228-2811
TELECOMPER (813) 228-1447

June 1, 1995

WRITER'S DIRECT LINE:

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200001505332
-06/02/95--01106--002
****105.00 ****105.00

Re:

A95000000682
BTS/Huntington Associates, Ltd.

(hereinafter known as "BTS/Westminster Associates, Ltd.")

Dear Sir or Madam:

Enclosed please find the original and one copy of an Amendment to Certificate of Limited Partnership for filing for the purpose of changing the name of BTS/Huntington Associates, Ltd. to BTS/Westminster Associates, Ltd. Also enclosed is a check in the amount of \$105 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette
Karen S. Faucette
Secretary to
Joseph E. Resende

,ksf

Enclosures

6/6/95 am

FILED
1995 JUN -2 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BTS/HUNTINGTON ASSOCIATES, LTD.
(hereinafter known as BTS/Westminster, Ltd.)

1. BTS/Huntington Associates, Ltd. (the "Partnership") was previously formed by Certificate of Limited Partnership, dated as of April 1, 1995 and filed with the Florida Secretary of State on April 20, 1995.

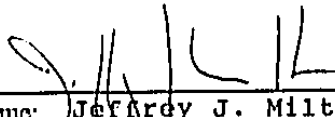
2. This Amendment is executed, delivered and filed for the purpose of reflecting a change in the name of the Partnership to "BTS/Westminster Associates, Ltd."

Signed as of May 5, 1995.

Signature of the sole General Partner:

BTS DEVELOPMENT CORPORATION

By:


Name: Jeffrey J. Milton
Title: Chief Executive Officer

FILED
1995 JUN -2 AM 11:25
TALLAHASSEE, FLORIDA

FILE ON OR BEFORE DECEMBER 31, 1995 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Mathiam
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 DEC 26 PM 1:08

1. Name of Limited Partnership

1a. DOCUMENT #
A95000000682

BTS/WESTMINSTER ASSOCIATES, LTD.

Mailing Address
1149 PERIWINKLE WAY
SANIBEL ISLAND FL 33957

Principal Office Address
1149 PERIWINKLE WAY
SANIBEL ISLAND FL 33957

2. New Mailing Address, if Applicable

State, Apt. #, etc.

City, State & Zip

600001678968

2n. New Principal Office Address, if Applicable
-01/04/96--01105-019
****191.25 ****191.25

State, Apt. #, etc.

City, State & Zip

3. Date Formed or Registered to Do Business in
FLORIDA 04/20/1995

3a. Date of Last Report

4. State or Country of Formation

FL

5a. Capital Contributions as Shown
on Record
\$1,000.00

5b. Amount of Capital Contributions in
FLORIDA to date

6. FID Number

X Applied For
Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

\$6.75 Additional Fee required
for a Certificate of Status

8. FEES: 1) Filing Fee: Computed at a rate of \$7 per \$1,000 or amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50.
2) Supplemental Fee: \$138.75 (pursuant to section 607.103, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75).
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a separate and appropriate filing fee.
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE

9. Name and Address of Current Registered Agent

NAUMANN, JOHN J
1149 PERIWINKLE WAY
SANIBEL ISLAND FL 33957

10. If changed, new Registered Agent/Office

Name

Street Address (P.O. Box Number is Not Acceptable)

State, Apt. #, etc.

City

FL

Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.102, Florida Statutes, the above named limited partnership organized or registered under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.102, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY

11. Name(s) of General Partner(s)

BTS DEVELOPMENT CORPORATION

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

1149 PERIWINKLE WAY

11b. City, State & Zip Code

SANIBEL ISLAND FL 339

11c. Registration/
Document Number

G22172

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exempt filing status under 1940C, Florida Statutes. I understand the Division of Corporations bears no liability for use of information so furnished. I further certify that the information supplied is deemed exempt from public access. I further certify that the information indicated on this filing is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am a general partner of the limited partnership, law owner or trustee (corporations become the registered agent) and I am not a partner in the limited partnership.

SIGNATURE

Gregory M. Kapfer, Secretary

Telephone Number

12/15/95
(301) 229-7727

Typed or Printed Name of General Partner Signing Form

LAW OFFICES
RUDNICK & WOLFE

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

1300 EYE STREET, N.W.
WASHINGTON, D.C. 20005-3314

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TAMPA, FLORIDA 33602-5133
TELEPHONE (813) 229-2700
TELECOMETER (813) 229-1447

A95000000682

WHILE IT'S DIRECT LINE

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

11/10/1995 1:41:11 PM
04/21/95--01016--004
***140.00 ***140.00

Re: BTS/Huntington Associates, Ltd.

Dear Sir or Madam:

Enclosed please find the original and one copy of a Certificate of Limited Partnership and Affidavit of Capital Contribution for filing with regard to BTS/Huntington Associates, Ltd. Also enclosed is a check in the amount of \$140 for the filing fee plus the cost for a certified copy. I would appreciate it if you would return the certified copy to me at the above address.

If you have any questions, please don't hesitate to call. Thank you for your cooperation in this matter.

Sincerely,

Karen S. Faucette
Karen S. Faucette
Secretary to
Joseph E. Resende

FILED
1995 APR 20 PM 2:45

,ksf

Enclosures	
Handwritten: <i>slr/gr</i>	
Handwritten: <i>dec</i>	
	DCC
W. P. Verlyer	DCC

TC
\$1,000.00

A95000000682

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BTS/HUNTINGTON ASSOCIATES, LTD.

1. BTS/Huntington Associates, Ltd.
(Name of Limited Partnership; must contain a suffix such as "Limited," "Ltd.," or "Limited Partnership")
2. 1149 Periwinkle Way, Sanibel Island, Florida 33957
(Business Address of Limited Partnership)
3. John J. Naumann
(Name of Registered Agent for Service of Process)
4. 1149 Periwinkle Way, Sanibel Island, Florida 33957
(Florida Street Address for Registered Agent)
5. See Attached
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
6. 1149 Periwinkle Way, Sanibel Island, Florida 33957
(Mailing Address of the Limited Partnership)
7. The latest date upon which the Limited Partnership is to be dissolved is December 31, 2010.
8. Name of General Partner: Specific Address:
BTS Development Corporation 1149 Periwinkle Way, Sanibel Island, Florida 33957

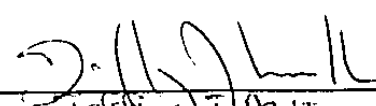
622172

Signed as of the 1st day of April, 1995.

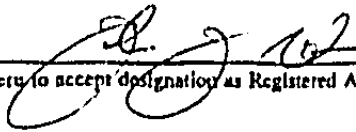
Signature of the sole General Partner:

BTS DEVELOPMENT CORPORATION, General Partner

By:


Name: John J. Naumann
Title: CEO

ATTACHMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BTS/HUNTINGTON ASSOCIATES, LTD.


(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
(John J. Naumann)

[John J. Naumann]

FILED

1995 APR 20 PM 2:45

CLERK OF COURT

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF
BTS/HUNTINGTON ASSOCIATES, LTD.

The undersigned, constituting the sole general partner of BTS/Huntington Associates, Ltd., a Florida limited partnership, certifies:

1. The amount of capital contributions to date of the limited partners is \$1,000.00.
2. The foregoing amount is the total amount anticipated to be contributed by the limited partners.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated therein are true and correct.

BTS DEVELOPMENT CORPORATION, General Partner

By: _____

Name: _____

Title: _____

Signed as of the 1st day of April, 1995.

REC-100 11 2 45

FILED