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VERIAN, ALLEN LANG & MORRISON P.A.
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ORLANDO, FLORIDA 32801-1611

TELEPHONE (407) 422-0250
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January 3, 1996

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: BDC Bus, Ltd.
BDC Bus, Inc.
Rock Springs Ridge, Ltd.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for BDC Bus, Inc.

Also enclosed is check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for a certified copy and \$35.00 for registered agent fee for the corporation.

Also enclosed is Certificate of Limited Partnership of BDC Bus, Ltd. together with Affidavit of Capital Contribution, and check in the amount of \$140 representing \$52.50 filing fee, \$52.50 for a certified copy and \$35 for registered agent fee for the Limited Partnership.

Please file with the Secretary of State's office, wait for the certified copies and return all of them to us by Federal Express (airbill enclosed).

Also enclosed is Limited Partnership Annual Report for 1996 for Rock Springs Ridge, Ltd., together with our check in the amount of \$191.25 for filing the annual report. If they will give you a receipt, please forward to us.

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Mr. John Hall
January 3, 1996
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If you have any questions, please feel free to call.

Very truly yours,


Barbara J. Cond, PLS
Secretary to Thomas R. Allen

Enclosures

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CERTIFICATE OF LIMITED PARTNERSHIP

OF

BDC BUS, LTD.

The undersigned, being the General Partner of BDC BUS, LTD., a Florida limited partnership, does execute this Certificate, and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

1. The name of the Limited Partnership is:

BDC BUS, LTD., a Florida limited partnership

2. The address of the office and the name and address of the agent for service of process on the Limited Partnership is:

Daniel W. Paris
401 W. Colonial Drive, Suite 7
Orlando, Florida 32804

3. The name and address of the General Partner is:

BDC BUS, INC., a Florida
corporation
401 W. Colonial Drive, Suite 7
Orlando, Florida 32804

4. The mailing address for the Limited Partnership is

401 W. Colonial Drive,
Suite 7
Orlando, Florida 32804

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5. The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2025

6. This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNER:

BDC BUS, INC., a
Florida corporation


By: 
Daniel W. Paris, Vice President

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ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named as the registered agent for BDC BUS, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.



Daniel W. Paris
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared DANIEL W. PARIS, as Vice President of BDC BUS, INC., a Florida corporation, as General Partner of BDC BUS, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is \$1,000.00.

Dated this 4th day of January, 1996.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he has read the foregoing and that the facts alleged are true to the best of his knowledge and belief.

GENERAL PARTNER:

BDC BUS, INC., a
Florida corporation

By:

Daniel W. Paris
Daniel W. Paris,
Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this date by DANIEL W. PARIS, Vice President of BDC BUS, INC., a Florida corporation, General Partner of BDC BUS, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me.

Barbara J. Coad
Notary Public

BARBARA J. COAD
(Type name)

My Commission expires:

BARBARA J. COAD
Notary Public, State of Florida
My Comm. expires April 23, 1999
Comm. No. CC454335