

A96000000487

LAW OFFICES

COHEN, TODD, KITE & STANFORD

CINCINNATI OFFICE:

16TH FLOOR, 525 VINE STREET

Cincinnati, Ohio 45202-3124

TELEPHONE: (513) 421-4020
FAX (513) 241-4490

WILLIAM M.G. KITE
ALFRED M. COHEN
STANLEY L. STANFORD
BURNETT L. DYAN
DAVID H. TODD
JOHN G. CUREY
TERENCE A. MIRE
MARK W. RUBIN
MICHAEL J. BOYLAN
THOMAS H. BERGMAN
WILLIAM T. HAYDEN
RICHARD D. NELSON
ROBERT S. RUBIN
TODD BRIAN PORTUNE
THOMAS C. KILCOYNE
MICHAEL D. SCHMIDT
NORMAN J. HOOVER
HANS M. ZIMMER
ANDREW C. EMMERT
CRAIG A. MINERAK
DONALD J. RAFFERTY
JANET L. HOUSTON
JOHN L. O'SHEA
ERIC H. KEARNEY
R. FRED KRITZ
DENISE LEE JASON
STEPHEN E. WHARTON

PHILIP A. COHEN (1896-1970)
HAWLEY TODD (1909-1981)
PAUL A. NIMANN (1945-1990)

OF COUNSEL:
CLARENCE F. BARNES
JAMES D. DORAN
SAMUEL J. GINDBURG
JOHN W. KILCOYNE
W. OAKY KING
MARVIN L. MARTIN

• ALSO ADMITTED IN KENTUCKY
• ADMITTED ONLY IN KENTUCKY
• ADMITTED ONLY IN CALIFORNIA
• ADMITTED ONLY IN FLORIDA
• FLORIDA BOARD CERTIFIED
REAL ESTATE LAWYER

NORTHERN KENTUCKY OFFICE:
SUITE 400
1 RIVERFRONT PLACE
NEWPORT, KENTUCKY 41071
TELEPHONE (606) 261-6800
FAX (606) 261-2252

March 6, 1996

Florida Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

000001739480
-03/12/96--01046--001
****140.00 ****140.00

RE: BPS Winsoft, Inc. and B Soft, Inc./Windows BPS Limited Partnership


Dear Sir/Madame:

Enclosed is an original and one copy of the Articles of Incorporation of the above-captioned corporations and a check in the amount of \$245.00 representing the fee for filing and a certified copy of the Articles of each corporation.

I have also enclosed the Certificate of Limited Partnership for Windows BPS Limited Partnership and our check in the amount of \$140.00 representing the filing fee of \$52.50, the certified copy fee of \$52.50 and a \$35.00 fee for the designation of a registered agent.

Please process these requests as soon as possible and return the certified copies to my attention. If you should have any questions, please feel free to contact me.

Sincerely,


Hans M. Zimmer

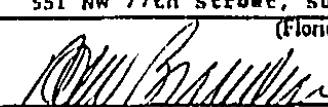
HMZ:dme
Enc.

102957

CC
3/13/96 a

56 MAR 11 PM 2:21
SECRETARY
TALLAHASSEE, FL
1

CERTIFICATE OF LIMITED PARTNERSHIP

- A96000000487
1. Window BPS Limited Partnership
(Name of Limited Partnership; must contain a suffix such as "Limited", "Ltd.", or "Limited Partnership")
 2. 551 NW 77th Street, Suite 100, Boca Raton, Florida 33487
(Business address of Limited Partnership)
 3. Robert W. Bruderman
(Name of Registered Agent for Service of Process)
 4. 551 NW 77th Street, Suite 100, Boca Raton, Florida 33487
(Florida street address for Registered Agent)
 5. 
(Registered Agent must sign here to accept designation as Registered Agent for Service of Process)
 6. 551 NW 77th Street, Suite 100, Boca Raton, Florida 33487
(Mailing Address of the Limited Partnership)

7. The latest date upon which the Limited Partnership is to be dissolved is 12/31/2036

8. Name(s) of general partner(s):

Street address:

BPS Winsoft, Inc.

551 NW 77th Street, Suite 100

Boca Raton, Florida 33487

Under penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 23rd day of FEBRUARY, 19 96.

Signature of all general partners:
BPS WINSOFT, INC.

BY:  SECRETARY

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

The undersigned constituting all of the general partners of Windows DPS Limited Partnership

a Florida Limited Partnership, certify:

The amount of capital contributions to date of the limited partners is \$ 980

The total amount contributed and anticipated to be contributed by the limited partners at this time
totals \$ 980.

Signed this 23rd day of February, 19 96.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

DPS WINSOFT, INC.

By: [Signature]

General Partner

General Partner

General Partner

General Partner

General Partner

General Partner

A96000000487

WILLIAM M.D. KITE
ALFRED M. COHEN
STANLEY L. STANFORD
BERNARD L. HOAN
DAVID H. TODD
JOHN G. COLEY
TERRANCE A. MARI
MARL W. RUBIN
MICHAEL J. BOYLAN
THOMAS H. BERGMAN
RICHARD D. NELSON
ROBERT S. RUBIN
TODD BRIAN PORTONI
THOMAS C. KILCOYNE
MICHAEL R. SCHMIDT
SUSAN J. HOVY
HANS M. ZIMMER
ANDREW C. TUMBERT
CHRIST A. MINTGAR
DONALD L. RABERTY
JANET L. HOUSTON
JOHN L. O'NEAL
ERIC H. KARNY
R. FRED KETTL
DENISE LEE JASON
STEPHEN F. WHARTON
MATTHEW M.D. KITE

COHEN, TODD, KITE & STANFORD

CINCINNATI OFFICE
16TH FLOOR, 525 VINE STREET
Cincinnati, Ohio 45202-1124

TELEPHONE: (513) 421-4020
FAX (513) 241-4490

PHILIP A. COHEN (1896-1970)
DAVID H. TODD (1909-1988)
PAUL A. NEMANN (1943-1990)

OF COUNSEL:
CLARENCE L. BARNES
SAMUEL L. GINSBURG
JOHN W. KILCOYNE
W. GARY KING
MARVIN L. MARTIN **

* ALSO ADMITTED IN KENTUCKY
** ALSO ADMITTED IN FLORIDA
ADMITTED ONLY IN KENTUCKY
** ADMITTED ONLY IN CALIFORNIA
FLORIDA BOARD CERTIFIED
REAL ESTATE LAWYER

NORTHERN KENTUCKY OFFICE:
SUITE 800
1 RIVERFRONT PLACE
NEWPORT, KENTUCKY 41071
TELEPHONE (606) 261-6800
FAX (606) 261-2252

August 5, 1996

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

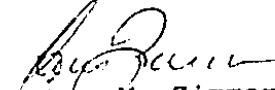
200001917312
-08/09/96--01005--011
*****52.50 *****52.50

Dear Sir/Madame:

Enclosed please find a Certificate of Amendment to
Certificate of Limited Partnership for filing along with our
check in the amount of \$52.50 to cover the cost of filing.

If you have any questions or need anything further, please
feel free to contact me.

Sincerely,


Hans M. Zimmer

HMZ:dme
Enc.

115851

FILED
56 AUG -9 20 9:05
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

Window BPS Limited Partnership

(Insert name currently on file with Florida Dept. of State)

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida limited partnership, whose certificate was filed with the Florida Department of State on March 11, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

FIRST: Amendment(s): (indicate article number(s) being amended, added, or deleted)

Article 1 shall be amended to state that the name of the Partnership shall be
BPS Winsoft, Ltd.

SECOND: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: Signature(s)

Signature of current general partner:

BPS Winsoft, Inc.

By: 

Signature(s) of new general partner(s), if applicable:

