



A96000001150

ACCOUNT NO. : 072100000032

REFERENCE : 992647 7105923

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 992647

CUSTOMER NO: 7105923

CUSTOMER: Mr. Barry A. Nelson
NELSON & LA FEMINA, P.A.

One Turnberry Place, 19495
Biscayne Blvd., Suite 609
North Miami Bea, FL 33180-2320

000001876790
-06/26/96--01113--014
***1837.50 ***1837.50

DOMESTIC FILING

NAME: BLY PARTNERS LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: JK

FILING
REGISTRATION FEE 1750.00
C. COPY 35.00
TOTAL 1837.50
N. B. BLY
BALANCE DUE
7/11/96

96 JUN 19 PM 1:35

96 JUN 19 PM 1:35

6/19/96

CERTIFICATE OF LIMITED PARTNERSHIP OF
BLY PARTNERS LTD.
A FLORIDA LIMITED PARTNERSHIP

65-1116-241-35

The undersigned Officer of the General Partner desiring to form a partnership pursuant to the Florida Revised Uniform Limited Partnership Act as set forth in Chapter 620 of the Florida Statutes (hereinafter referred to as the "Act"), hereby states the following:

1. The name of the Partnership is BLY PARTNERS LTD.
2. This Partnership is a conversion of a general partnership in accordance with Section 620.8902 of the Act.
3. The former name of the general partnership was "BLY PARTNERS".
4. Each of the six (6) general partners of the general partnership representing 100% of the general partnership have executed a Limited Partnership Agreement indicating their vote in favor of the conversion of BLY PARTNERS partnership from a general partnership to a limited partnership. There were no votes cast against the conversion from a general partnership to a limited partnership.
5. The address of the office of the Partnership is c/o Norman H. Becker, CPA, 2404 Hollywood Blvd., Hollywood, Florida 33020.
6. The address of the agent for service of process of the Partnership is c/o Norman H. Becker, CPA, 2404 Hollywood Blvd., Hollywood, Florida 33020 and the name of the initial registered agent is Norman H. Becker.
7. The name and business address of the General Partner is BLY Corp., c/o Norman H. Becker, CPA, 2404 Hollywood Blvd., Hollywood, Florida 33020. *176000047819*
8. The mailing address of the Partnership is BLY Partners Ltd., c/o Norman H. Becker, CPA, 2404 Hollywood Blvd., Hollywood, Florida 33020.
9. The latest date upon which the Partnership shall dissolve is no later than December 31, 2046, unless the Partners agree to extend the term.

This Certificate is duly executed and is being filed in accordance with Section 620.108 of the Act

The execution of this Certificate by the undersigned Officer of the General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by HARVEY L. YOUNG an Officer of BLY CORP. the General Partner of BLY PARTNERS LTD. this 15th day of June, 1996.

BLY PARTNERS LTD.

By: 

Name: Harvey L. Young

In his Capacity as President & Officer of
BLY Corp.

General Partner

96 JUN 19 PM 1:35
FILED
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned an Officer of the general partner of BLY PARTNERS LTD., a Florida Limited Partnership, certifies as follows

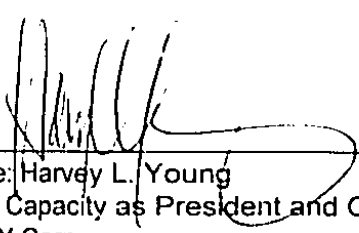
The amount contributed and anticipated to be contributed by the limited partners at this time totals Three Million (\$3,000,000) Dollars

This 15th day of June, 1996

FURTHER AFFIANT SAYETH NOT

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BLY PARTNERS LTD.

By: 
Name: Harvey L. Young
In his Capacity as President and Officer
of BLY Corp.
General Partner

STATE OF FLORIDA)
)ss
COUNTY OF DADE)

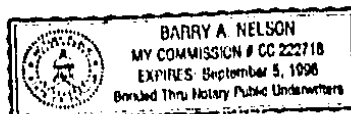
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared HARVEY L. YOUNG, personally known to me or who has produced (type of identification) and has acknowledged before me that he executed the foregoing freely and voluntarily for the purpose therein expressed, who did take an oath

WITNESS my hand and official seal at said County and State, this 14th day of June, 1996



NOTARY PUBLIC, State of Florida

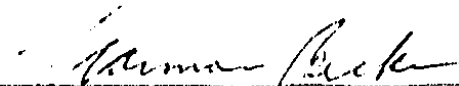
My Commission Expires



65 JUN 19 PM 1:35
RECEIVED
JUN 19 1996
NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BLY Partners Ltd., a Florida limited partnership (the "Partnership") in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for said Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of the registered agent.

By: 
Norman H. Becker

CERT2-1 DOC

95 JUN 19 PM 1:35
DIVISION OF REVENUE
SECRETARY OF REVENUE