

IVAN M. LEFKOWITZ
JEFFREY M. KOLTUN
GWEN B. TOPHAM
ROBERT QUAN LEE

A9600001849

FACSIMILE (407) 428-1081

* CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
* ALSO ADMITTED IN OHIO AND KENTUCKY
* ALSO ADMITTED IN MASSACHUSETTS

September 30, 1996

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

10/03/96-01/01-003
*****507.50 *****507.50

Re: Big Sky Partners, Ltd.

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Certificate of Limited Partnership (with Acceptance of Registered Agent) and Affidavit of Capital Contribution in connection with the above-referenced limited partnership.

Please endorse your approval of the Certificate and Affidavit on the duplicate copy, certify and return it to me.

A check is also enclosed in the total amount of \$507.50 to cover the \$420.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Limited Partnership and the \$35.00 fee for filing the Acceptance of Registered Agent.

Yours very truly,

Ivan M. Lefkowitz
Ivan M. Lefkowitz

IML:sr
Enclosures
cc: Mr. and Mrs. Andrew H. Tanzillo

FILED
96 OCT -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A96-1849

Name Available	AC 10-4
Document Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledged	RE
W. P. Verifier	RE

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BIG SKY PARTNERS, LTD.**

THIS CERTIFICATE OF LIMITED PARTNERSHIP OF BIG SKY PARTNERS, LTD., dated this 31 day of Oct, 1996, is hereby filed in order to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986). In accordance with Section 620.108, Florida Statutes, the following information is provided:

1. The name of the Limited Partnership being formed by the execution and filing of this Certificate of Limited Partnership is BIG SKY PARTNERS, LTD.

2. The name of the Limited Partnership's agent for service of process is IVAN M. LEFKOWITZ. The address of the Limited Partnership's agent for service of process is 430 North Mills Avenue, Orlando, Florida 32803.

3. The name and business address of the General Partners of the Limited Partnership are as follows:

<u>Name</u>	<u>Business Address</u>
ANDREW H. TANZILLO	1592 Compass Court Kissimmee, FL 34744
JANICE E. TANZILLO	1592 Compass Court Kissimmee, FL 34744

4. The mailing and business address of the Limited Partnership is 1592 Compass Court, Kissimmee, Florida 34744.

5. The Limited Partnership shall terminate and dissolve no later than forty (40) years from the date of execution of this Certificate of Limited Partnership.

IN WITNESS WHEREOF, the General Partner has executed this Certificate of Limited Partnership as of the date set forth above.

GENERAL PARTNER:


ANDREW H. TANZILLO


JANICE E. TANZILLO

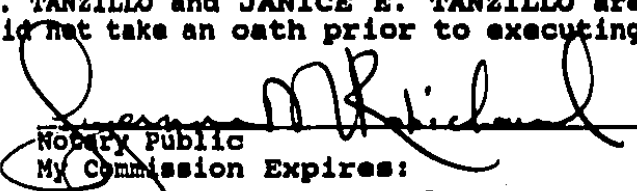
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

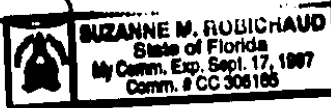
Certificate of Limited Partnership - Big Sky Partners, LTD.

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27 day of September, 1996, by ANDREW H. TANZILLO and JANICE E. TANZILLO, who acknowledged before me that they have executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. ANDREW H. TANZILLO and JANICE E. TANZILLO are personally known to me and did not take an oath prior to executing this instrument.


Notary Public
My Commission Expires:



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96 OCT -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Limited Partnership - Big Sky Partners, LTD.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED PARTNERSHIP AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

REGISTERED AGENT:

Dated: 9/27, 1996.


IVAN M. LEFKOWITZ

FILED
95 OCT -3 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTION
OF LIMITED PARTNERS OF
BIG SKY PARTNERS, LTD.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT -3 AM 9:08

FILED

The undersigned, being all of the General Partners of BIG SKY PARTNERS, LTD. (the "Partnership"), make the following declarations pursuant to Section 620.108, Florida Statutes:

1. The amount of the capital contributions of the Limited Partners of the Partnership is Sixty Thousand Dollars (\$60,000.00).

2. It is not presently anticipated that the Limited Partners will make additional capital contributions to the Partnership. In the event any Limited Partner makes an additional contribution to the Partnership, a supplemental affidavit shall be filed with the Department of State.

GENERAL PARTNER:


ANDREW H. TANZILLO


JANICE E. TANZILLO

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27 day of SEPTEMBER, 1996, by ANDREW H. TANZILLO and JANICE E. TANZILLO, who acknowledged before me that they are authorized to and have executed this Certificate of Limited Partnership for the purposes of forming a limited partnership pursuant to the provisions of Section 620.108, Florida Statutes. ANDREW H. TANZILLO and JANICE E. TANZILLO are personally known to me and did not take an oath prior to executing this instrument.


Notary Public
My Commission Expires:

k:bigsky.aff

