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TALLAHASSEE, FL 32301-2607

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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 179401 7119882

AUTHORIZATION :

Patricia Pyjot

COST LIMIT : \$ 1785.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -6 PM 4:11

ORDER DATE : December 6, 1996

ORDER TIME : 3:24 PM

ORDER NO. : 179401-025

12/6

CUSTOMER NO: 7119882

200002023062--7

CUSTOMER: Neil Baritz, Esq
DREIER & BARITZ

Suite 300
1515 North Federal Highway
Boca Raton, FL 33432

RESUBMIT

Please give original
submission date as file date.

DOMESTIC FILING

NAME: B.P. PROPERTY, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

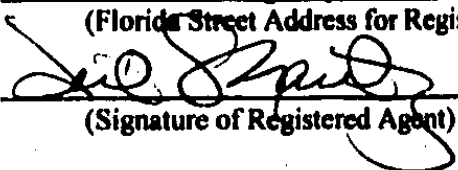
File 2nd

RECEIVED
96 DEC 18 10:00 AM
DIVISION OF CORPORATIONS

CERTIFICATE OF LIMITED PARTNERSHIP

OF

B.P. PROPERTY, LTD.

1. B.P. PROPERTY, LTD.
(Name of Limited Partnership)
2. 1001 Yamato Road, Suite 307, Boca Raton, FL 33487
(The Business Address of Limited Partnership)
3. Neil S. Baritz, Esq.
(Name of Registered Agent for Service of Process)
4. 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432
(Florida Street Address for Registered Agent)
5. 
(Signature of Registered Agent)
6. 1001 Yamato Road, Suite 307, Boca Raton, FL 33487
(The 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 OF GENERAL PARTNERS

SPECIFIC ADDRESS

Boca Terrace Gardens Corp.

1001 Yamato Road, Suite 307
Boca Raton, FL 33487

Preparatory Management Corp.

One Park Place
621 N.W. 53rd St., Suite 450
Boca Raton, FL 33487

Signed this 5th day of December, 1996.
Signature of all general partners:

Boca Terrace Gardens Corp.

Preparatory Management Corp.

By:

Name: Steven Midlarsky
Title: President

By:

Name: Michael Weissman
Title: Chairman and CEO

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned constituting all of the general partners of **B.P. PROPERTY LTD.**, a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the general partners is \$100.

The amount of capital contributions to date of the limited partners is \$0.

The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$1.6 million.

This ____ day of December, 1996.

FURTHER AFFIANT SAYETH NOT.

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

General Partners:

Boca Terrace Gardens Corp.

By: 

Name: Steven Midlarsky

Title: President

Preparatory Management Corp.

By: 

Name: Michael Weissman

Title: Chairman and CEO

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