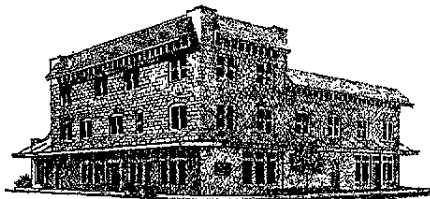


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1206 Tallahassee Avenue West
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W. NELSON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400
Fax: (941) 746-9229

October 10, 1997

Florida Department of State
Division of corporations
P. O. Box 6327
Tallahassee, FL. 32314

300002324339--8
-10/20/97-01107-002
***1793.75 ***1793.75

Re: **Bermuda Bay Development Co., Ltd.**

Gentlemen::

Enclosed herewith for filing with the State of Florida is the Certificate of Limited Partnership for Bermuda Bay Development Co., Ltd. Our check in the total amount of \$1,793.75 is enclosed which includes the maximum filing fee of \$1,750.00, \$8.75 for Certificate of Status and \$35.00 for Registered Agent Designation..

Please send the Certificate of Status and confirmation of this filing to the attention of the undersigned.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

G. Joseph Harrison
G. Joseph Harrison

GJH:ps
Encs.
Wps\ltrs\fla.ptn

A97-2265

Name Availability	OK-1021
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgement	OK
W. P. Verifier	OK

CERTIFICATE OF LIMITED PARTNERSHIP

FOR

**BERMUDA BAY DEVELOPMENT CO., LTD.,
A FLORIDA LIMITED PARTNERSHIP**

In conformity with Chapter 620, Fla. Stat. (1993) Partnership Laws of the State of Florida, SUNNYLEA CORPORATION, a Florida corporation, SARCON CORPORATION, a Florida corporation, and SOUTHERN COMFORT DEVELOPMENT CO., INC., a Florida corporation, all of the General Partners of BERMUDA BAY DEVELOPMENT CO., LTD. execute this Certificate of Limited Partnership and provides the information required by the referenced statute with the intention of establishing a limited partnership in the State of Florida.

Name:

BERMUDA BAY DEVELOPMENT CO., LTD.,

Mailing Address of the Principal Office in the State of Florida:

435 10th Avenue West
Palmetto, FL. 34221

Resident Agent for Service of Process:

REED W. MAPES
435 10th Avenue West
Palmetto, FL. 34221

General Partners:

SUNNYLEA CORPORATION, a Florida corporation
435 10th Avenue West
Palmetto, FL. 34221

SARCON CORPORATION, a Florida corporation and
435 10th Avenue West
Palmetto, FL. 34221

SOUTHERN COMFORT DEVELOPMENT CO., INC., a Florida corporation
435 10th Avenue West
Palmetto, FL. 34221

The Latest Date Upon Which the Limited Partnership is to Dissolve:

50 years commencing on the filing of the Certificate of Limited Partnership - the year 2047

FILED
07 OCT 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

894-88660

894-88624

895-9298

The undersigned herein certified the facts set forth in this Certificate of Limited Partnership are true and correct, under penalty of perjury.

GENERAL PARTNERS

SUNNYLEA CORPORATION, a Florida corporation

By: _____

REED W. MAPES, Vice President
(Corporate Seal)

SARCON CORPORATION, a Florida corporation

By: _____

REED W. MAPES, Vice President
(Corporate Seal)

SOUTHERN COMFORT DEVELOPMENT CO., INC., a Florida corporation

By: _____

REED W. MAPES, President / Registered Agent
(Corporate Seal)

AFFIDAVIT OF CAPITAL CONTRIBUTION

The undersigned herein certifies under penalty of perjury that the capital contributions of the Limited Partners of BERMUDA BAY DEVELOPMENT CO, LTD. are as follows:

Alkin (Florida) Corporation	\$103,850.00
Kingsway Pinestone Corporation	\$103,850.00
Reed W. Mapes, as Trustee of the	\$138,800.00
Reed W. Mapes Revocable Trust dated	
November 17, 1994	
First Bermuda Corporation, Inc.	\$148,500.00

No additional contributions are required or anticipated

SUNNYLEA CORPORATION, a Florida corporation,
MANAGING GENERAL PARTNER

By: _____

REED W. MAPES, Vice President
(Corporate Seal)

FILED
97 JUN 20 PM 4:30
SECRETARY OF STATE
TREASURY DIVISION

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9th
day of October, 1997, by REED W. MAPES, as Vice President of
SUNNYLEA CORPORATION, a Florida corporation, on behalf of the
corporation,

✓ who is personally known to me,
_____ who produced _____ as
identification,

and who acknowledged before me that he executed the same freely and
voluntarily for the purposes therein expressed under authority duly
vested in him by said corporation and he affixed thereto the
official seal of said corporation.

(Notary Seal)

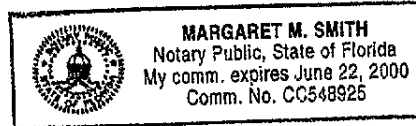
Margaret M. Smith
Signature

Print Name

NOTARY PUBLIC - STATE OF FLORIDA

Commission No. _____

My Commission Expires:



H:\ps\Gen\Mapes\Corp.Ack

FILED
97 OCT 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA