

December 17, 1997

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VIA FEDERAL EXPRESS

Mr. John Hall Halls Delivery Service 464 Freddie Martin Drive Tallahassee, FL 32301

Re:

BDC MARKHAM, INC., BDC MARKHAM, LTD. BDC HOLDING INC.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for the above corporations, together with original and one copy of Certificate of Limited Partiership and Affidavit of Capital Contribution for BDC Markham, Ltd.

Also enclosed are three checks, two checks each in the amount of \$122.50 representing \$35 filing fee, \$35 registered agent fee and \$52.50 for a certified copy of the Articles of Incorporation for each corporation, and one check for \$140 representing \$52.50 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copies to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad, PLS

12016

Secretary to Thomas R. Allen

Enclosures

DUN KITH

08/4589.1/4307/27496

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BDC MARKHAM, LTD.

The undersigned, being the General Partner of BDC MARKHAM, LTD., a Florida limited partnership, does execute this Certificate, and does hereby affirm, under penalty of perjury, that the facts stated hereinbelow are true:

The name of the Limited Partnership is: 1.

BDC MARKHAM, LTD., a Florida limited partnership

The address of the office and the name and address of the agent for service of process on the Limited Partnership is

> William H. MacArthur 401 W. Colonial Drive, Suite 7 Orlando, Florida 32804

The name and address of the General Partner is: 3.

> BDC MARKHAM, INC., a Florida corporation 401 W. Colonial Drive, Suite 7 P970000 (

The mailing address for the Limited Partnership is 4.

> 401 W. Colonial Drive, Suite 7 Orlando, Florida 32804

2 The latest date upon which the Limited Partnership is to dissolve is:

December 31, 2022

This document has been duly executed and is being filed in accordance with Section 620.108, Florida Statutes

GENERAL PARTNER:

BDC MARKHAM, INC., a Florida corporation

William H. MacArthur, President

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for BDC MARKHAM, LTD. for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

William H. MacArthur Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTION

BEFORE ME, the undersigned authority, personally appeared WILLIAM H. MacARTHUR, as President of BDC MARKHAM, INC., a Florida corporation, as General Partner of BDC MARKHAM, LTD., a Florida Limited Partnership, hereinafter referred to as the "Partnership", who, upon being duly sworn, certifies as follows:

The amount of the initial and total anticipated capits contribution of the Limited Partners of the Partner \$1,000.00.

Dated this The day of October

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury the undersigned declares that he read the foregoing and that the facts alleged are true to the cost of his knowledge and belief.

GENERAL PARTNER:

BDC MARKHAM, INC., a Florida corporation

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William H. MacArthur,

President

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this date by WILLIAM H. MacARTHUR, President of BDC MARKHAM, INC., a Florida corporation, General Partner of BDC MARKHAM, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me.

(Type name)

My Commission expires:

BARBARA J. COAD Notary Public, State of Florida My Comm. Expires April 23, 1999 Comm. No. CC454335