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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

BHK Associates, Ltd

100002375411--1
-12/17/97-01088-013
***1750.25 ***1750.25

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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 17, 1997

UCC FILING & SEARCH SERVICES

TALLAHASSEE, FL

SUBJECT: BHK ASSOCIATES, LTD.
Ref. Number: W97000028173

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We have received your document for BHK ASSOCIATES, LTD. and your check(s) totaling \$1846.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 620.108, Florida Statutes, requires that limited partnership certificates include the mailing address in addition to the principal place of business address. Please correct your document accordingly. If the mailing address and principal place of business are one and the same, please be sure this is clearly reflected in your document.

Section 620.108, Florida Statutes, requires the certificate include the names and street addresses of the general partners.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 797A00059359

AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BHK ASSOCIATES, LTD.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned general partner files this Affidavit and Certificate of Limited Partnership of BHK Associates, Ltd. with the Florida Secretary of State pursuant to the requirements of Section 620.108 of the Florida Revised Uniform Limited Partnership Act ("Act") in order to form a Florida limited partnership.

1. NAME. The name of the limited partnership is BHK ASSOCIATES, LTD.

2. MAILING ADDRESS AND ADDRESS OF THE OFFICE AT WHICH THE RECORDS ARE REQUIRED TO BE MAINTAINED BY THE PARTNERSHIP UNDER THE ACT ARE KEPT: P. O. Box 7634, Hilton Head, South Carolina 29938.

Fla 97-163154 3. REGISTERED AGENT OF THE LIMITED PARTNERSHIP WILL BE: Pappas Metcalf & Jenks, P.A., Attention: Robert A. Leapley, whose business address is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202.

4. NAME AND ADDRESS OF THE GENERAL PARTNER OF THE PARTNERSHIP ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
December Properties, Inc.	P. O. Box 7634 (Street Address Not Available) Hilton Head, S.C. 29938

5. THE EFFECTIVE DATE OF THIS LIMITED PARTNERSHIP SHALL BE: December 5, 1997, or when this Certificate is filed with the Secretary of State, if later.

6. THE LATEST DATE UPON WHICH THE LIMITED PARTNERSHIP IS TO BE DISSOLVED AND ITS AFFAIRS WOUND UP WILL BE: December 1, 2027.

7. CONTRIBUTIONS AND ANTICIPATED CONTRIBUTIONS OF LIMITED PARTNER: The limited partner will make initial capital contributions for its partnership interest of One Thousand and No/100 Dollars (\$1,000.00), and it is anticipated that the limited partner will make additional capital contributions of up to Two Million Four Hundred Ninety-Nine Thousand and No/100 Dollars (\$2,499,000.00).

8. **AFFIRMATION.** The general partner hereby acknowledges that pursuant to the Act:

8.1 The execution of this certificate by the general partner constitutes an affirmation under penalties of perjury that the facts stated herein are true;

8.2 The general partner accepts the liability imposed by the Act on the general partner for a false statement contained in this certificate; and

8.3 If, after the execution of this certificate, a general partner knows that any arrangement or other fact described in this certificate has changed, making the statement inaccurate in any material respect, the general partner will forthwith cause this certificate to be cancelled or amended or file a petition for its cancellation or amendment pursuant to the terms of the Act.

EXECUTED as of this 5th day of December, 1997.

GENERAL PARTNER:

DECEMBER PROPERTIES, INC.
Florida corporation

By: [Signature]
WILLIAM E. BOSLEY
Its: President

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97 DEC 18 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF South Carolina SS
COUNTY OF Beaufort

The foregoing instrument was acknowledged before me this 5th day of December, 1997, by WILLIAM E. BOSLEY, President of DECEMBER PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

BE B Guagenheim
(Print Name [Signature])
NOTARY PUBLIC
State of SC
Commission # _____
My Commission Expires: 1/4/2004

Personally Known X
or Produced I.D. _____
[check one of the above]

Type of Identification Produced _____

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.061 and 620.105, Florida Statutes, the following is submitted:

BHK Associates, Ltd., desiring to organize under the laws of the State of Florida hereby designates Pappas Metcalf & Jenks, P.A., as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202.

BHK ASSOCIATES, LTD., a Florida limited partnership

By: **DECEMBER PROPERTIES, INC.**, a Florida corporation, its general partner

By: *William M. Bosley*
WILLIAM M. BOSLEY
Its: President

Dated: December 5th, 1997

Having been named to accept service of process for the above named limited partnership at the place designated in this Affidavit and Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of the Florida Revised Uniform Limited Partnership Act relative to the keeping of said office and the proper and complete performance of its duties.

PAPPAS METCALF & JENKS, P.A.

By: *Robert A. Leappey*
ROBERT A. LEAPPEY
Its: Attorney/Authorized Agent

Dated: December 5, 1997

*State of South Carolina
County of Beaufort*

*W. B. Puzzenhain, Notary in State of SC
My Commission Expires: 1/1/2004*