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LOWNDES DROSDICK

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: BD FAIRWAYS, LTD.

AUDIT NUMBER.....H97000021049

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....1 DEL.METHOD.. FAX

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BD FAIRWAYS, LTD.

The undersigned, hereby makes and files with the Secretary of State of the State of Florida, this Certificate of Limited Partnership for the purpose of forming a limited partnership for profit in accordance with the laws of the State of Florida.

1. NAME OF PARTNERSHIP. The name of the partnership shall be BD FAIRWAYS, LTD.

2. LOCATION OF PRINCIPAL PLACE OF BUSINESS. The principal place of business of the partnership shall be located at 777 S. Harbour Island Boulevard, Suite 877, Tampa, Florida 33602, or at such other place or places as the General Partner shall from time to time determine.

3. NAME AND ADDRESS OF THE AGENT FOR SERVICE OF PROCESS.

Gary W. Harrod
777 S. Harbour Island Boulevard
Suite 877
Tampa, Florida 33602

4. NAME AND BUSINESS ADDRESS OF EACH GENERAL PARTNER.

Harrod Properties, Inc.
777 S. Harbour Island Boulevard
Suite 877
Tampa, Florida 33602

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5. MAILING ADDRESS OF THE LIMITED PARTNERSHIP.

777 S. Harbour Island Boulevard
Suite 877
Tampa, Florida 33602

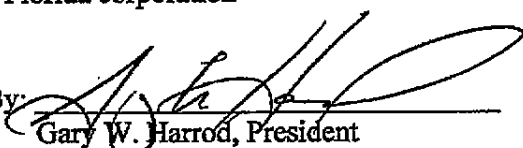
6. TERM. The partnership shall be dissolved on December 31, 2025 unless sooner dissolved and terminated prior to such date as provided in the Limited Partnership Agreement of the partnership.

EXECUTED this 10 day of December, 1997.

GENERAL PARTNER

HARROD PROPERTIES, INC.,
a Florida corporation

By:


Gary W. Harrod, President

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AFFIDAVIT OF LIMITED PARTNERS' CONTRIBUTIONS

Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.108, the undersigned certifies that the capital contributions of the Limited Partners of BD Fairways, Ltd. are \$1,400. The anticipated amount of additional capital contributions of the Limited Partners is \$75,000.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and the facts stated herein are true and correct.

EXECUTED this 10 day of December, 1997.

GENERAL PARTNER

HARROD PROPERTIES, INC.
a Florida corporation,

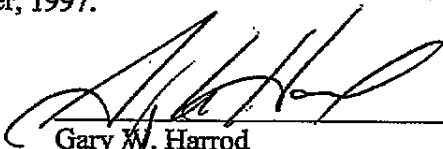
By: 

Gary W. Harrod
Its President

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, Gary W. Harrod accepts his designation as Registered Agent for BD FAIRWAYS, LTD. and the obligations imposed on him as Registered Agent pursuant to the Florida Revised Uniform Limited Partnership Act, Florida Statutes, Chapter 620.

EXECUTED this 10 day of December, 1997.


Gary W. Harrod
Registered Agent

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