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KATZ, BARRON, SQUITERO, FAUST & BERMAN, P.A.

ATTORNEYS AT LAW

2699 SOUTH BAYSHORE DRIVE

SEVENTH FLOOR

MIAMI, FLORIDA 33133-5408

BERNARD ALLEN
MICHAEL T. ARCHY
RICHARD E. BERMAN
W. TODD BOYD
DAVID R. CASSETTY
DAVID S. DROBNER
ERICA L. ENGLISH
MARC L. FAUST
HOWARD L. FRIEDBERG
CAROLE KENIN GANGUZZA
ROBERT C. GRADY
RICHARD B. IVANS
MICHAEL D. KATZ
MICHAEL I. KEAN
ADAM J. LAMB
MICHELE L. McNICHOL
ANTHONY H. PELLE
JOSE R. RIGUERA
WILLIAM D. ROHRER
JOHN R. SQUITERO
WILLIAM R. TRUEBA, JR.
JOSE I. VALDES
DARIN I. ZENOV

DADE (305) 856-2444
BOCA RATON (954) 781-4720
BROWARD (954) 522-3636
TELECOPIER (305) 285-9227

RONALD M. BARRON
(1945-1994)

OF COUNSEL
MILLICENT PELLE
(305) 756-0405

VIA FEDERAL EXPRESS

February 2, 1998

Florida Department of State
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Big Horn Associates, Ltd.
Our File No. 02066001

000002419930--9
-02/03/98--01067--001
***1785.00 ***1785.00

Dear Sir or Miss:

Enclosed, for filing, please find the original and one copy of the Certificate and Affidavit of Florida Limited Partnership of Big Horn Associates, Ltd., together with our client's check payable to the Department of State in the sum of \$1,785.00 (\$1,750 filing fee and \$35 registered agent registration fee). Please be kind enough to process this filing upon receipt and return a stamped copy, together with the Department's certificate, in the enclosed return federal express mailer.

Should you have any question regarding this matter, please do not hesitate to contact the undersigned.

Very truly yours,

KATZ, BARRON, SQUITERO, FAUST
& BERMAN, P.A.

Sue Zimmerman
Sue Zimmerman, Paralegal

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DIVISION OF CORPORATIONS
98 FEB -3 PM 2:45

Name	2/4/98
Availability	dcc
Document	
Examiner	ccc
Locator	ccc
Size	ccc
enclosures	
cc:	Big Horn Developers, Inc.
cc:	Michael D. Katz, Esquire
cc:	William D. Rohrer, Esquire
Acknowledgement	ccc
File No.	02066001

TC
\$381,608.68

CERTIFICATE AND AFFIDAVIT OF FLORIDA LIMITED
PARTNERSHIP OF BIG HORN ASSOCIATES, LTD.,
A FLORIDA LIMITED PARTNERSHIP

BIG HORN DEVELOPERS, INC., a Florida corporation (the "General Partner") hereby makes, acknowledges, and files this Certificate of Limited Partnership (the "Certificate") for BIG HORN ASSOCIATES, LTD., hereinafter referred to as the "Partnership".

1. Name of Partnership: The name of the Partnership is BIG HORN ASSOCIATES, LTD.

2. Mailing Address and Principal Place of Business of the Limited Partnership: The mailing address and principal place of business of the Limited Partnership is 3575 Northwest 53 Street, Fort Lauderdale, Florida 33309. The General Partner shall promptly give notice to the other Partners of any change of mailing address.

3. Name and Business Address of General Partner: The name and business address of the General Partner in the Partnership is as follows:

BIG HORN DEVELOPERS, INC.
3575 Northwest 53 Street
Fort Lauderdale, Florida 33309

4. Effective Date: The Partnership will become effective upon the filing of this Certificate and shall terminate and dissolve no later than December 31, 2028.

5. Name and Address of Agent for Service of Process: The Agent for service of process on the Partnership shall be MICHAEL D. KATZ, ESQ. at 2699 South Bayshore Dr., 7th Floor, Miami, Florida 33133.

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DIVISION OF CORPORATIONS
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6. Capital Contributions: The undersigned herewith affirms that the total amount of Capital Contributions which the Limited Partners shall contribute is THREE HUNDRED EIGHTY-ONE THOUSAND SIX HUNDRED SIXTY-EIGHT and 68/100 (\$381,668.68) Dollars.

7. Anticipated Additional Contributions: No additional contributions are anticipated, other than as set forth in paragraph 6.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and seal and swears to the foregoing as of the 2nd day of February, 1998, in accordance with Florida Statutes Section 620.108.

GENERAL PARTNER:

BIG HORN DEVELOPERS, INC.,
a Florida corporation

By

William R. Derrer
WILLIAM R. DERRER, Vice President

STATE OF FLORIDA
COUNTY OF _____

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM R. DERRER, who is personally known to me and produced identification.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 2nd day of February, 1998.

Sue Jim Zimmerman
Notary Public

Print Name of Notary

Serial Number

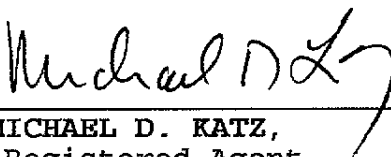
My Commission Expires

OFFICIAL NOTARY SEAL
SUE JIM ZIMMERMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC383283
MY COMMISSION EXP. JUNE 15, 1998

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed limited partnership named in the Certificate and Affidavit of Limited Partnership hereinabove set forth and do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in paragraph 5 of this Certificate.

Dated this ^{2nd}~~3rd~~ day of February, 1998.



MICHAEL D. KATZ,
Registered Agent

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