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February 27, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002444453--8
-03/02/98--01148--001
****140.00 ****140.00

Re: BFC Partnership, Limited

Gentlemen:

CM

Enclosed please find an original and one copy of a Certificate of Limited Partnership, together with an Affidavit Regarding Capital Contributions, and our check in the amount of \$140.00 to cover the cost of filing.

If you have any questions, do not hesitate to give us a call. Thank you for your cooperation and assistance.

Sincerely,

Pat Davidson
Patricia Davidson
Secretary to W. A. Gartner

/pd

Encl.

FILED
98 MAR -2 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
LIMITED PARTNERSHIP

OF BFC PARTNERSHIP, LIMITED

The undersigned, desiring to form a limited partnership under the laws of the State of Florida, do hereby certify as follows:

1. The name of the limited partnership is BFC PARTNERSHIP, LIMITED.

2. The mailing address of the partnership is 1726 Kingsley Avenue, Orange Park, Florida 32073.

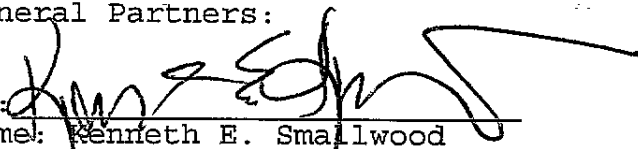
3. The name and principal business address of the general partners of the partnership are Kenneth E. Smallwood, 1726 Kingsley Avenue, Orange Park, Florida 32073, and James W. Horne, 1726 Kingsley Avenue, Orange Park, Florida 32073.

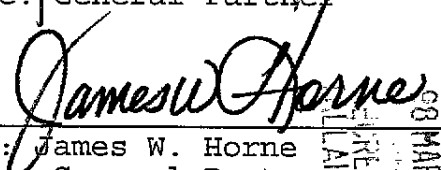
4. The term for which the partnership shall exist shall commence on the date hereof and shall continue for thirty (30) years from such date, unless the partnership is sooner dissolved and terminated as provided by law or in the Agreement of Limited Partnership by which the partnership shall be governed.

5. The street address of the registered office for the partnership is 1726 Kingsley Avenue, Orange Park, Florida, and the name of the registered agent for service of process at that address is Kenneth E. Smallwood, who is joining in the execution hereof for the purpose of accepting the appointment as registered agent for service of process for the partnership.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this 24th day of February, 1998.

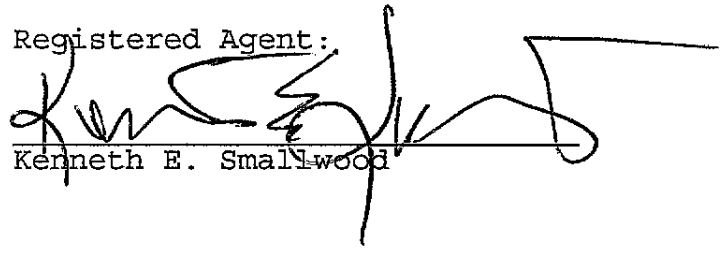
General Partners:

By: 
Name: Kenneth E. Smallwood
Title: General Partner

By: 
Name: James W. Horne
Title: General Partner

FILED
MAR -2 PM 3:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

Registered Agent:


Kenneth E. Smallwood

FILED

98 MAR -2 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT REGARDING
CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority personally appeared Kenneth E. Smallwood and James W. Horne, who being first duly sworn, declared as follows:

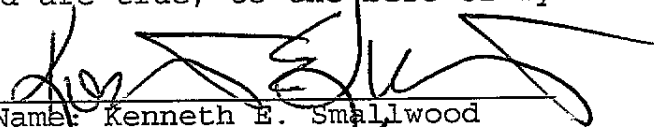
1. They are the general partners of BFC Partnership, Limited, a Florida limited partnership.


2. The capital contributions to said limited partnership as of the date hereof total \$100.00.

3. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$100.00.

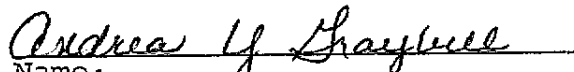
4. This Affidavit is given in compliance with the provisions of Florida Revised Uniform Limited Partnership Act (1986).

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.


Name: Kenneth E. Smallwood


Name: James W. Horne

Sworn to and subscribed before me
this 20 day of February, 1998
by Kenneth E. Smallwood and James
W. Horne.


Name: _____
Notary Public, State of
Florida, at Large

My commission expires:
June 22, 2001



ANDREA Y. GRAYBILL
Notary Public, State of Florida
My comm. expires June 22, 2001
Comm. No. CC 657463

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98 MAR -2 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA