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April 9, 1998

VIA FEDERAL EXPRESS

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

681-0019

Re: BDC PONCE, INC.
BDC PONCE INVESTORS, INC.
BRIDGEWATER INVESTORS, INC.
PONCE INLET CONDOMINIUM, LTD.

500002484715--9
-04/10/98-01025-003
*****140.00 *****140.00

Dear John:

A98-902

Enclosed please find original and one copy of Articles of Incorporation for BDC Ponce, Inc., BDC Ponce Investors, Inc. and Bridgewater Investors, Inc., together with two checks, one in the amount of \$245.00 representing \$35 filing fee, \$35 Registered Agent fee, and \$52.50 for certified copies for BDC Ponce, Inc. and BDC Ponce Investors, Inc., and one in the amount of \$122.50, representing \$35 filing fee, \$35 Registered Agent fee, and \$52.50 for a certified copy for Bridgewater Investors, Inc.

Also enclosed is Certificate of Limited Partnership of Ponce Inlet Condominium, Ltd., together with Affidavit of Capital Contribution for same, and check in the amount of \$140 representing \$35 filing fee, \$35 Registered Agent fee, and \$52.50 for a certified copy.

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

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

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:49

RECEIVED

98 APR 10 AM 9:47

TC
\$1000.00
(4)

CERTIFICATE OF LIMITED PARTNERSHIP
OF

PONCE INLET CONDOMINIUM, LTD.

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

1. The name of the Limited Partnership is:

PONCE INLET CONDOMINIUM, LTD., a Florida limited partnership

2. 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

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

BDC PONCE, INC., a Florida corporation
401 W. Colonial Drive, Suite 7
Orlando, Florida 32804

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4. The mailing address for the Limited Partnership is

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

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

December 31, 2022

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

GENERAL PARTNER:

BDC PONCE, INC., a
Florida corporation

By: William H. MacArthur
William H. MacArthur, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 10 PM 12:49

ACKNOWLEDGMENT AND ACCEPTANCE
OF REGISTERED AGENT

Having been named as the registered agent for PONCE INLET CONDOMINIUM, 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
William H. MacArthur
Registered Agent

AFFIDAVIT OF CAPITAL CONTRIBUTION

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

1. The amount of the initial and total anticipated capital contribution of the Limited Partners of the Partnership is \$1,000.00.

Dated this 9th day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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

GENERAL PARTNER:

BDC PONCE, INC., a
Florida corporation

By: William H. MacArthur
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 PONCE, INC., a Florida corporation, General Partner of PONCE INLET CONDOMINIUM, LTD., a Florida limited partnership, on behalf of the corporation. He is personally known to me.

Barbara J. Coad
Notary Public
BARBARA J. COAD
(Type name)

My Commission expires:

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

98 APR 10 PM 12:49

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS