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((H98000007246 5))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: ENGLISH, MCCAUGHAN & O'BRYAN, P.A. ACCT#: 076067004147
CONTACT: DEBRA H CHRYSTIE
PHONE: (954)462-3300 FAX #: (954)763-2439

NAME: BMS POMPAÑO, LTD.
AUDIT NUMBER.....H98000007246
DOC TYPE.....FLORIDA LIMITED PARTNERSHIP
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **
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04/17/98 09:47 Florida Department



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 17, 1998

DONNA MILLER BROOKS
ENGLISH, MCCAUGHAN & O'BRYAN, P.A.
FORT LAUDERDALE, FL 33301

SUBJECT: BMS POMPANO, LTD.
REF: W98000008621

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

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

FAX Aud. #: E98000007246
Letter Number: 298A00020689

Cathy A Mitchell
Corporate Specialist

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

04/17/98 FRI 08:46 [TX/RX NO 84561]

**BMS POMPANO, LTD.
CERTIFICATE OF LIMITED PARTNERSHIP**

Pursuant to Section 620.108, Florida Statutes, the undersigned persons desiring to form a limited partnership, do hereby swear and affirm as follows:

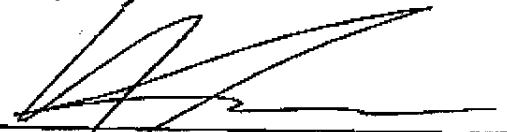
1. The name of the Limited Partnership is BMS POMPANO, LTD.
2. The office of the Limited Partnership is at 5901 S.W. 74th Street, Suite 205, Miami, Florida 33143 and the name and address of the agent for service of process is EMO Corporate Services, Inc. 100 N.E. Third Avenue, Suite 1100, Ft. Lauderdale, FL 33301.
3. The name and business address of the General Partner is:

BMS Land Company, Inc.
5901 S.W. 74th Street
Suite 205
Miami, Florida 33143
4. The mailing address of the Limited Partnership is:

5901 S.W. 74th Street
Suite 205
Miami, Florida 33143
5. The latest date upon which the Limited Partnership is to dissolve is fifty (50) years from the date of the recording of this Certificate.

IN WITNESS WHEREOF, the parties have executed this Certificate as of April 9, 1998.

BMS LAND COMPANY, INC., a Florida corporation,
its general partner

By: 
Victor Brown, President

PREPARED BY: Donna Miller Brooks
English, McCaughan & O'Bryan, P.A.
100 N. E. 3 Ave., Suite 1100
Fort Lauderdale, FL 33301
(954) 462-3300
FLORIDA BAR #0768669

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Victor Brown, President of BMS LAND COMPANY, INC., a Florida corporation, constituting all the General Partners of BMS POMPANO, LTD., a Florida limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

- 1. The amount of capital contributions of the Limited Partners is \$990.00.
- 2. The anticipated amount of capital to be contributed is \$1,000.00.

This 9 day of April, 1998.

FURTHER AFFIANT SAYETH NOT.

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.

GENERAL PARTNER:

BMS LAND COMPANY, INC.,
a Florida corporation

By: [Signature]
Victor Brown, President

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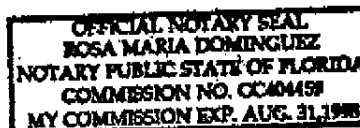
STATE OF FLORIDA
COUNTY OF Dade

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Victor Brown, President of BMS Land Company, Inc., a Florida corporation, General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as President of the General Partner of said Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 9 day of April, 1998.

[Signature]
NOTARY PUBLIC

My Commission Expires:



FAX AUDIT # H98000007246

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of BMS
POMPANO, LTD., as made in the foregoing Certificate of Limited Partnership.

EMO CORPORATE SERVICES, INC.

Date: 4/16/98

By: Patrice A. Hunter
Patrice A. Hunter, Assistant Secretary

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TALLAHASSEE, FLORIDA

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