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September 21, 1998

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

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-09/28/98--01066--004
***1785.00 ***1785.00

Attn: New Filing Section

Re: **BAYMEN DIVERSIFIED HOLDINGS, LTD.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Certificate of Limited Partnership of BAYMEN DIVERSIFIED HOLDINGS, LTD., a Florida Limited Partnership along with our check in the amount of \$1,785.00 to cover the cost of the following:

Filing Fee	\$1,750.00
Registered Agent Fee	<u>35.00</u>
Total	\$1,785.00

Please file the original Certificate and return the copy to us. We appreciate your assistance in this matter.

Very truly yours,

Stephen C. Sullivan
Stephen C. Sullivan

SCS:cn
Enclosures
cc: Lawrence Keim

Name	
Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifier	<i>MBH</i>
Acknowledgement	<i>MBH</i>
W. P. Verifier	<i>MBH</i>

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 25 AM 9:03

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAYMEN DIVERSIFIED HOLDINGS, LTD.,
a Florida Limited Partnership

The undersigned general partner desiring to form a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986), hereby states the following pursuant to Florida Statute §620.108(1):

(a) The name of the Partnership is BAYMEN DIVERSIFIED HOLDINGS, LTD. ("the Partnership"), a Florida limited partnership.

The address of the office of the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

(b) The name and address of the agent for service of process for the Partnership is:

James P. Hines, Esquire
Hines & Associates, P.A.
315 South Hyde Park Avenue
Tampa, Florida 33606

(c) The name and business address of the general partner of the Partnership is:

Lawrence P. Keim and Lawrence J. Keim, as Trustees
of the Lawrence P. Keim Revocable Trust
1315 Oxmoor Court
Valrico, Florida 33594

(d) The mailing address for the Partnership is:

1315 Oxmoor Court
Valrico, Florida 33594

(e) The latest date upon which the Partnership shall dissolve is:

December 31, 2028

(f) The Partnership is authorized to issue 10,000 partnership units and will initially issue 5,000 partnership units.

The execution of this Certificate by the undersigned general partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned general partner of the Partnership, this 10 day of September, 1998.

Susan A. Straub
Witness

Lawrence P. Keim
Lawrence P. Keim, Trustee

Luke Montgomery
Witness

Susan A. Straub
Witness

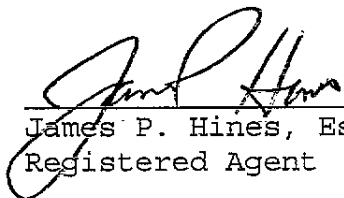
Lawrence P. Keim
Lawrence P. Keim, Trustee

Luke Montgomery
Witness

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having being named as registered agent for BAYMEN DIVERSIFIED HOLDINGS, LTD. ("the Partnership"), a Florida limited partnership, in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership, hereby agree to accept service of process for the Partnership and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent, including Florida Statute §620.192.


James P. Hines, Esquire
Registered Agent

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned general partner of BAYMEN DIVERSIFIED HOLDINGS, LTD. ("the Partnership"), a Florida limited partnership, hereby certifies as follows pursuant to Florida Statute §620.108(1):

As of the date set forth hereinbelow, the amount of capital contributions of the limited partners of the Partnership is as follows:

\$609,462.62

As of the aforesaid date, the total amount anticipated to be contributed by the limited partners of the Partnership is as follows:

\$609,462.62

Under the penalties of perjury, we, Lawrence P. Keim and Lawrence J. Keim, Trustees, as the general partner of the Partnership, hereby declare that we have read the foregoing and that the facts alleged are true, to the best of our knowledge and belief.

IN WITNESS WHEREOF, this Affidavit of Capital Contributions has been executed by the undersigned general partner, this 10 day of, September, 1998.

Susan A. Straub
Witness

Lawrence P. Keim
Lawrence P. Keim, Trustee

Luke Montgomery
Witness

Susan A. Straub
Witness

Lawrence J. Keim
Lawrence J. Keim, Trustee

Luke Montgomery
Witness

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