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PLEASE REPLY TO:
POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

November 17, 1998

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/23/98--01083--001
****787.50 ****787.50

RE: Bermuda Club Associates, Ltd.

Dear Sir or Madam:

Enclosed is an original and two copies of Affidavit and Certificate of Limited Partnership, together with a check in the amount \$787.50.

Please return to me the certified copy of the Affidavit and Certificate of Limited Partnership at the above address.

Thank you for your attention in this regard.

Very truly yours,

Michael J. Garavaglia

MJG:jlw
Enclosures

Name Availability	<i>MJG</i>
Document Examiner	<i>MJG</i>
Updater	<i>MJG</i>
Updater Verifier	<i>MJG</i>
Acknowledgement	<i>MJG</i>
Updater Verifier	<i>MJG</i>

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 9:18

**AFFIDAVIT AND
CERTIFICATE OF LIMITED PARTNERSHIP
OF
BERMUDA CLUB ASSOCIATES, LTD.**

The undersigned, is the General Partner of BERMUDA CLUB ASSOCIATES, LTD., a Florida Limited Partnership, hereby executes, swears to and acknowledges in this Certificate of Limited Partnership as follows:

1. The name of the Limited Partnership is BERMUDA CLUB ASSOCIATES, LTD.
2. The business address of the Limited Partnership is 3637 Washington Road, Suite 2 McMurray, PA 15317.
3. The name and street address of the registered agent for the Limited Partnership is Michael J. Garavaglia, 756 Beachland Boulevard, Vero Beach, Florida 32963.
4. The name and business address of the General Partner is as follows:

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Champion Properties, Inc.
3637 Washington Road, Suite 2
McMurray, PA 15317
5. The mailing address of the Limited Partnership is as follows:

Bermuda Club Associates, Ltd.
3637 Washington Road, Suite 2
McMurray, PA 15317
6. The latest date upon which the Limited Partnership is to dissolve is forty years from the date of this Certificate.
7. The initial amount of capital to be contributed to the Partnership by the Limited Partners thereof is \$1,000.00.
8. Further capital contributions by the Limited Partners of the Partnership are anticipated in the sum of \$100,000.00.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed by the undersigned this 27 day of October, 1998.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 9:19

GENERAL PARTNER:

CHAMPION PROPERTIES, INC.

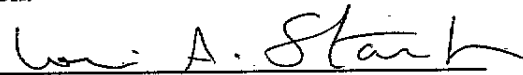
By: 

RICHARD M. ERENBERG, President

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF Washington


The foregoing instrument was acknowledged before me this 27 day of October, 1998, by RICHARD M. ERENBERG, as President of Champion Properties, Inc., on behalf of the Corporation. He is personally known to me or has produced _____ as identification.

Notarial Seal
Lori A. Stanish, Notary Public
Peters Twp., Washington County
My Commission Expires Aug. 30, 1999
Member, Pennsylvania Association of Notaries


Notary Public

ACCEPTANCE OF DESIGNATION

The undersigned, Michael J. Garavaglia, hereby accepts the designation of himself as Registered Agent for the Limited Partnership and agrees to serve in compliance with all applicable Florida Statutes.


Michael J. Garavaglia