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MICHAEL D. WHALEN  
GARY L. WILKINSON  
L. PETER JOHNSON (1942-1988)

May 26, 1999

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

600002890776--8  
-06/01/99--01018--020  
\*\*\*\*262.50 \*\*\*\*262.50

Re: PEDESTRIAN PROPERTIES, INC. and  
PEDESTRIAN PROPERTIES - BCAC, LTD.

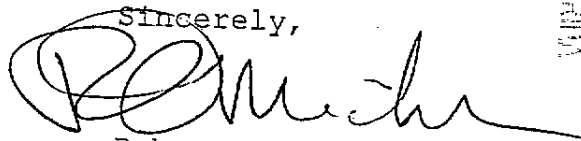
Dear Sirs:

Enclosed are original and copy of the Articles of Incorporation of Pedestrian Properties, Inc., together with our check in the amount of \$78.75 for the filing fee and a certified copy of the articles.

Also enclosed are original and copy of Certificate of Limited Partnership for Pedestrian Properties - BCAC, Ltd., together with our check in the amount of \$262.50 for the filing fee, registered agent fee, and certified copy of the Certificate.

Please return both certified copies to us as soon as possible.

Sincerely,

  
Robert O. Mickler

ROM:vg  
Certified Mail - RRR  
c-Pedestrian Group

99-926

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FILED  
09 JUN -1 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF LIMITED PARTNERSHIP OF  
PEDESTRIAN PROPERTIES - BCAC, LTD.**

The undersigned, in order to form a limited partnership (the "Partnership") in accordance with Sections 620.105, 620.108, and 620.114 of the Florida Statutes (1995), certifies the following:

1. The name of the Partnership is Pedestrian Properties - BCAC, Ltd.

2. The street address and mailing address of the principal place of business of the Partnership in the state of Florida is 210 Riverside Avenue, Jacksonville, Florida 32202.

3. The name and address of the initial registered agent of the Partnership in the state of Florida is Bryan J. Mickler, 210 Riverside Avenue, Jacksonville, Florida 32202.

4. The name and address of the general partner of the Partnership is as follows:

Name

Address

*99-51129*  
Pedestrian Properties, Inc.

210 Riverside Avenue  
Jacksonville, Florida 32202

5. The term for which the Partnership is to exist as a limited partnership shall commence on the date of filing and shall continue until December 31, 2050, unless sooner dissolved in accordance with the Agreement of Limited Partnership of Pedestrian Properties - BCAC, Ltd., or by an act or event specified by law as one effecting dissolution.

IN WITNESS WHEREOF, the undersigned has executed this  
Certificate of Limited Partnership this 20<sup>th</sup> day of May, 1999.

PEDESTRIAN PROPERTIES, INC.  
a Florida corporation

By:   
Steve Williams  
Its President

"GENERAL PARTNER"

FILED

99 JUN -1 PM 5:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE OF  
DESIGNATION OF REGISTERED AGENT OF  
PEDESTRIAN PROPERTIES - BCAC, LTD.**

Pursuant to Sections 620.105 and 620.192, Florida Statutes (1995), the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Pedestrian Properties - BCAC, Ltd., a limited partnership organized under the laws of the state of Florida, does hereby accept the appointment as Registered Agent for the above-named limited partnership, and does hereby agree to comply with any and all statutes relative to the proper performance of the duties of Registered Agent, including the maintenance of a Registered Office, which such Registered Office is located at 210 Riverside Avenue, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida, on this May 20, 1999.

  
Bryan J. Mickler  
Registered Agent

FILED  
99 JUN -1 PM 5:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA  
COUNTY OF DUVAL

Steve Williams, as President of Pedestrian Properties, Inc., being duly sworn, says that Pedestrian Properties, Inc. is the sole general partner of Pedestrian Properties - BCAC, Ltd. (the "Limited Partnership") and that the sum of Five Thousand and No/100 Dollars (\$5,000.00) shall be contributed as capital to the Limited Partnership by the limited partners of said Limited Partnership. It is anticipated that a total of Twenty-five Thousand and No/100 Dollars (\$25,000.00) will be contributed to the partnership by the limited partners as capital.

GENERAL PARTNER

PEDESTRIAN PROPERTIES, INC.

By:

Steve Williams,  
Its President

99 JUN -1 PM 5:00  
FILED  
SECRETARY OF STATE  
TAMMIE E. HOGAN

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of May, 1999, by Steve Williams, as President of Pedestrian Properties, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver License as identification.

Vera C. Gallagher  
Notary Public, State of Florida



Vera C. Gallagher  
MY COMMISSION # CC717007 EXPIRES  
June 14, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.