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**BOARD CERTIFIED (CIVIL TRIAL LAW)
**NBTA CERTIFIED CIVIL TRIAL ADVOCATE

September 16, 2004

Via Federal Express No.:813396543871

Registration Section
Division of Corporations
409 E. Gaines. St.
Tallahassee, FL 32399

**Re: Registration of Pouncet Hunter's II Limited, Corporation
(the "Company")
Registration of BB Ventures (Hunter's II) L.P. (the "Partnership")**

Dear Sir or Madam:

Please find enclosed the following documents:

1. One original and one copy of the Company's Application by Foreign Corporation for Authorization to Transact Business in Florida;
2. One original and one copy of the Company's Certificate of Existence;
3. Our firm's check in the amount of \$87.50 for the filing fee, Certificate of Status & one Certified Copy of the Application for the Company.
4. One original and one copy of the Partnership's Application by Foreign Limited Partnership for Authorization to Transact Business in Florida.
5. One original and one copy of the Partnership's Affidavit of Capital Contributions for a Foreign Limited Partnership.

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6. Our firm's check in the amount of \$148.75 as payment for the filing fee, designation of Registered Agent, one certified copy of the Application, and one Certificate under seal for the Partnership.

Please process the Application for the Company prior to processing the Application for the Partnership.

Sincerely,



Dudley Q. Sharp, Jr., Esq.

DQS/mg

Cc: James R. Pratt (without enclosures)
Matthew K. Fisher (without enclosures)

Enclosures

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**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

1. The name of the limited partnership is BB Ventures (Hunter's II), L.P.
2. The province and country of registration is Ontario, Canada.
3. The date of registration of the limited partnership is July 2, 2004.
4. The name and street address of the Registered Agent for Service of Process is:

James R. Pratt
369 N. New York Avenue, 3rd Floor
Winter Park, Florida 32789



James R. Pratt

5. The Name of the General Partner is Pouncet Hunter's II Limited.
6. The office where names, addresses and contributions of limited partners are kept is:

Suite 510, One Yorkdale Road,
Toronto, Ontario, Canada M6A 3A1.

7. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

8. The mailing address of the Limited Partnership is:

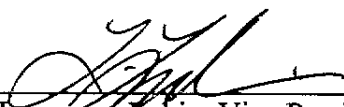
Suite 510, One Yorkdale Road
Toronto, Ontario, Canada M6A 3A1

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15 day of September, 2004.

"General Partner"

Pouncet Hunter's II Limited, Corporation

by 

Lawrence Lubin, Vice President

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Province of Ontario.
Municipality of Metropolitan Toronto.

On this 15 day of September, 2004, personally appeared before me Lawrence Lubin,
Vice President of Pouncet Hunter's II Limited, who is personally known to me.

Matthew Kirk Fisher

Notary Public Signature

MATTHEW KIRK FISHER

Notary's Printed Name

Seal

My Commission Expires: DOES NOT EXPIRE.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED
PARTNERSHIP**

BEFORE ME Lawrence Lubin, Vice President of Pouncet Hunter's II Limited, general partner of BB Venture's (Hunter's II), a limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

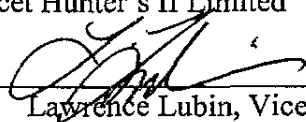
1. The amount of capital contributions of the limited partners is \$999.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$999.00.

Under the penalties of perjury I, being duly sworn, declare that I have read the forgoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 15 day of September, 2004.

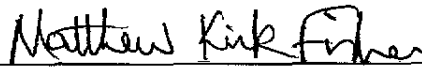
"General Partner"
Pouncet Hunter's II Limited

by


Lawrence Lubin, Vice President

Province of Ontario
Municipality of Metropolitan Toronto

On this 15 day of September, 2004, personally appeared Lawrence Lubin, Vice President of Pouncet Hunter's II Limited, who is known to me personally.



Notary Public Signature

MATTHEW KIRK FISHER

Notary's Printed Name

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TALLAHASSEE, FLORIDA

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My Commission Expires: DOES NOT EXPIRE