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ACCOUNT NO. : 072100000032

REFERENCE : 740311 80983A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1998

ORDER TIME : 10:11 AM

ORDER NO. : 740311-005

CUSTOMER NO: 80983A

CUSTOMER: Geraldine A. Mills, Legal Asst  
Greene Donnelly Schermer  
Suite 400  
1301 6th Avenue West  
Bradenton, FL 34205

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 16 AM 9: 56

FOREIGN FILINGS

NAME: BGK SUNPLEX OPERATING  
ASSOCIATES, LIMITED  
PARTNERSHIP

000002457770--N  
-03/16/98--01029--006  
\*\*\*1846.25 \*\*\*1846.25

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX \_\_\_\_\_ CERTIFIED COPY
- \_\_\_\_\_ PLAIN STAMPED COPY
- XX \_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

5

RECEIVED  
98 MAR 16 AM 11: 29  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**GREENE, DONNELLY & SCHERMER**

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Of Counsel:  
DAVID J. TAYLOR

\*Board Certified Real Estate Lawyer

March 11, 1998

Florida Department of State  
Division of Corporations - Registration Section  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED OF STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
MAR 16 AM 9:56

RE: Registration to Transact Business in Florida by a Limited Partnership - Sunplex  
Operating Associates, Limited Partnership

Dear Sir:

Enclosed find our check in the amount of \$1,846.25, together with two originals of Application by Foreign Limited Partnership for Authorization to Transact Business in Florida, and Affidavit of Capital Contributions for Foreign Limited Partnership.

Please process the enclosed application and return the certified copy of the filing and Certificate of Status to this office. Please contact the undersigned with any questions.

Sincerely yours,



Robert F. Greene

RFG/gm  
Enclosures  
m:\wpdata\bgk\cover3.lp

Florida Department of State, Sandra B. Mortham, Secretary of State

APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 98 MAR 16 AM 9:56

1. Sunplex Operating Associates, Limited Partnership (Name of limited partnership as it is in the home state)

2. ~~BGK Sunplex Operating Associates, Limited Partnership~~ (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. New Mexico (State of Formation) 4. 2/11/98 (Date of Formation)

5. Robert Greene, Esq., c/o Greene, Donnelly & Schermer (Name of Registered Agent for Service of Process)

6. 1301 6th Ave. West, Suite 505 (Street Address of Registered Office)

Brandenton, Florida 34205 (City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

[Signature] (Agent must sign on this line)

8. 330 Garfield Street, Suite 200, Santa Fe, New Mexico 87501 (Address of registered office required in state of formation or, if not required, address of principal office.)

Table with 2 columns: NAMES OF GENERAL PARTNERS, STREET ADDRESS. Row 1: BGK Ventures LLC, 330 Garfield Street, Ste. 200 Santa Fe, New Mexico 87501

10. 330 Garfield Street, Ste. 200, Santa Fe, NM 87501 (Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. 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 cancelled or withdrawn.

12. 330 Garfield Street, Suite 200, Santa Fe, New Mexico 87501

(Mailing Address of Limited Partnership)

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.

FILED STATE SECRETARY OF CORPORATIONS  
98 MAR 16 AM 9:56  
DIVISION OF CORPORATIONS

This day of March, 10, 19 98

Sunplex Operating Associates, Limited Partnership  
By: BGK Ventures LLC, its general partner

General Partner James Warshawski, President

STATE OF New Mexico

COUNTY OF Santa Fe

On this 10 day of March, 19 98, James Warshawski

personally appeared before me,

who is personally known to me

whose identity I proved on the basis of \_\_\_\_\_

(Notary Public Signature)

Maureen McGuire

(Notary's Printed Name)

Seal

My Commission Expires: 8/1/99

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

BEFORE ME the undersigned personally appeared James Warshawski, President of BGK Ventures LLC,  
Sunplex Operating Associates,  
a general partner of Limited Partnership, a (an) New Mexico limited partnership,  
hereinafter referred to as the "Partnership", who certifies as follows:

- 1. The amount of capital contributions of the limited partners is \$ 3,150,000.
- 2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 3,150,000.

FILED  
SECRETARY OF STATE  
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Under the 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.

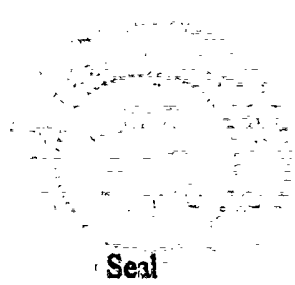
This 10th day of March, 19 98.

Sunplex Operating Associates, Limited Partnership  
By BGK Ventures LLC  
James Warshawski  
General Partner  
President

STATE OF New Mexico  
COUNTY OF Santa Fe

On this 10th day of March, 19 98, James Warshawski

personally appeared before me,  who is personally known to me  
 whose identity I proved on the basis of \_\_\_\_\_



Maureen McGuire  
(Notary Public Signature)  
Maureen McGuire  
(Notary's Printed Name)

My Commission Expires: 8/1/99