



3010 SOUTH THIRD STREET
JACKSONVILLE BEACH, FL 32250
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PATTERSON, BOND & LATSHAW
ATTORNEYS AT LAW

TERROLL J. ANDERSON
C. GUY BOND
ADAM K. FELDMAN
JOHN H. LATSHAW, JR.
LAWRENCE R. PATTERSON
ROSANNE P. PERRINE

F000000001531

March 6, 2000

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-03/10/00-01038-002
***157.50 ***70.00

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

RE: BISCAYNE COURT ASSOCIATES--Certificate of Limited Partnership

Dear Sir/Madam:

Please find enclosed the original and a copy of the Application By Foreign Corporation For Authorization To Transact Business in Florida for **Biscayne-Michaels Corp.**, a New Jersey corporation, the proposed general partner of the above-referenced limited partnership. Please also find enclosed the Certificate of Limited Partnership to be filed AFTER Biscayne-Michaels Corp. is granted the authority to transact business in the state of Florida.

I have enclosed our firm's check in the amount of \$157.50 to cover the costs of filing the Application for Certificate of Authority and designation of registered agent and for Certificate of Limited Partnership and designation of registered agent. Please return back confirmation that the above corporation is authorized to transact business in the state of Florida and that the above limited partnership has been formed.

I appreciate your attention to this matter.

Sincerely,

Adam K. Feldman

Enclosures

00 MAR 24 AM 10:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~1110-6834~~
F00-1531
BA 3/20



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 14, 2000

ADAM K. FELDMAN, ESQ.
PATTERSON, BOND & LATSHAW
3010 S. THIRD STREET
JACKSONVILLE, FL 32250

SUBJECT: BISCAYNE-MICHAELS CORP.
Ref. Number: W00000006834

We have received your document for BISCAYNE-MICHAELS CORP. and your check(s) totaling \$157.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6917.

Gretchen Harvey
Document Specialist Supervisor

Letter Number: 200A00014056

FILED
00 MAR 21 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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March 16, 2000

Gretchen Harvey
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: BISCAYNE-MICHAELS CORP.--Certificate of Good Standing

Dear Ms. Harvey:

Please find enclosed the Certificate of Good Standing for Biscayne-Michaels Corp. issued by the state of New Jersey. I apologize to you for failing to include it when I sent in the documents for the initial filing. You were a pleasure to deal with on the phone.

It is my understanding from our telephone conversation that you still have the Application By Foreign Corporation For Authorization To Transact Business in Florida for **Biscayne-Michaels Corp.**, a New Jersey corporation, the proposed general partner of **Biscayne Court Associates, Ltd.**. You should also have the Certificate of Limited Partnership to be filed AFTER Biscayne-Michaels Corp. is granted the authority to transact business in the state of Florida.

You should also have our firm's check in the amount of \$157.50 to cover the costs of filing for the Application for Certificate of Authority and designation of registered agent and for the Certificate of Limited Partnership and designation of registered agent. Please return back confirmation that the above corporation is authorized to transact business in the state of Florida and that the above limited partnership has been formed.

I appreciate your attention to this matter and once again apologize for my failing to include the Certificate of Good Standing. If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,


Adam K. Feldman

AKF
Enclosure

FILED
MAR 21 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. BISCAYNE-MICHAELS CORP.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW JERSEY

(State or country under the law of which it is incorporated)

3. APPLIED FOR

(FEI number, if applicable)

4. APRIL 17, 1995

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. N/A

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. ONE STOW ROAD, P.O. BOX 795, MARLTON, NJ 08053

(Current mailing address)

8. Acquiring real estate to construct, own, develop and operate a government-assigned housing project.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C. GUY BOND, ESQ.

Office Address: 3010 SOUTH THIRD STREET
JACKSONVILLE BEACH, Florida, 32250

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable).

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: MICHAEL J. LEVITT

Address: ONE STOW ROAD, P.O. BOX 795, MARLTON, NJ 08053

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: MICHAEL J. LEVITT

Address: ONE STOW ROAD, P.O. BOX 795, MARLTON, NJ 08053

Vice President: _____

Address: _____

Secretary: SUSAN REINHARDT

Address: ONE STOW ROAD, P.O. BOX 795, MARLTON, NJ 08053

Treasurer: _____

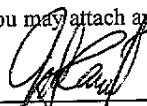
Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 21 AM 10:32

FILED

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Michael J. Levitt
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BISCAYNE-MICHAELS CORP.
With the Previous or Alternate Name
COLLINGSWOOD-MICHAELS CORP.

*I, the Treasurer of the State of New Jersey,
do hereby certify that the above-named
New Jersey Domestic Profit Corporation was
registered by this office on April 17, 1995.*

*As of the date of this certificate, said business
continues as an active business in good standing
in the State of New Jersey, and its Annual Reports
are current.*

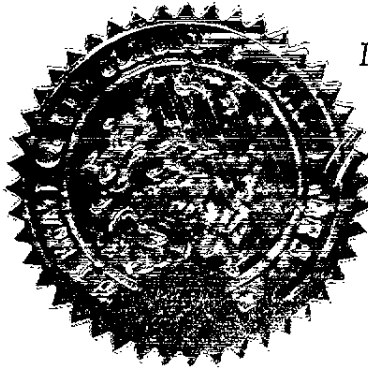
*I further certify that the registered agent and
registered office are:*

*Paul T Chan
3030 Atlantic Ave
Atlantic City, NJ 08401*

Continued on next page . . .

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING

BISCAYNE-MICHAELS CORP.
With the Previous or Alternate Name
COLLINGSWOOD-MICHAELS CORP.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
18th day of January, 2000

Roland M Machold

Roland M Machold
Treasurer