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VIA FEDERAL EXPRESS

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2228.75 **78.75

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

Re: BONNET CREEK VENTURE, LTD.
BDC BONNET CREEK, L.L.C.
BONNET CREEK INVESTMENTS, INC.
BDC BONNET CREEK, INC.
BDC MANAGEMENT, INC.

RECEIVED
00 MAR -1 AM 11:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for BONNET CREEK INVESTMENTS, INC., BDC BONNET CREEK, INC. and BDC MANAGEMENT, INC., Certificate of Limited Partnership for BONNET CREEK VENTURE, LTD. and Articles of Organization of BDC BONNET CREEK, L.L.C., together with check in the amount of \$2,228.75 representing filing fees, registered agent fees and certified copies as set out on the attached sheet.

Please file with the Secretary of State's office, and wait for the certified copy and return to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

Barbara J. Coad
Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
00 MAR -1 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BDC MANAGEMENT, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of this corporation is BDC MANAGEMENT, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence at the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 401 W. Colonial Drive, Suite 7, Orlando, Florida 32804 and the name of the initial registered agent of this corporation at that address is William H. MacArthur.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

A. This corporation shall have one (1) director initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and has qualified is:

William H. MacArthur	401 W. Colonial Dr., Suite 7 Orlando, Florida 32804
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ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is:

William H. MacArthur	401 W. Colonial Dr., Suite 7 Orlando, Florida 32804
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ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XI
AMENDMENTS


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 15th day of February, 2000.

William H. MacArthur
William H. MacArthur

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15th day of February, 2000, by WILLIAM H. MacARTHUR, who is personally known to me or who produced N/A (type of identification) as identification.

 Barbara J. Coad
My Commission CC817155
Expires April 23, 2003

Barbara J. Coad
NOTARY PUBLIC
Barbara J. Coad
Print Name
My Commission Expires:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

William H. MacArthur
William H. MacArthur

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00 MAR - 1 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA