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FLORIDA LIMITED PARTNERSHIP

Bainbridge Vero, Ltd.

Certificate of Status	0
Certified Copy	0
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE VERO, LTD.,
a Florida limited partnership**

The undersigned general partner desiring to form a limited partnership pursuant to Florida Revised Uniform Limited Partnership Act as set forth in Part I, Chapter 620 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Bainbridge Vero, Ltd. (the "Partnership").
2. The address of the office of the Partnership is 12791 West Forest Hill Blvd., Suite 5B, Wellington, Florida 33414.
3. The name and address of the agent for service of process on the Partnership is, Bainbridge Vero, Inc., 12791 West Forest Hill Blvd., Suite 5B, Wellington, Florida 33414.
4. The name and business address of each general partner is as follows:

Bainbridge Vero, Inc. 12791 West Forest Hill Boulevard
 Suite 5B
 Wellington, Florida 33414

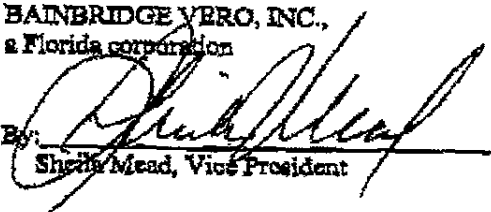
 903-15274
5. The mailing address of the Partnership is 12791 West Forest Hill Boulevard, Suite 5B, Wellington, Florida 33414.
6. The latest date upon which the Partnership will dissolve is December 31, 2053.

The execution of this certificate by the undersigned General Partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

This Certificate of Limited Partnership has been executed by the sole General Partner of Bainbridge Vero, Ltd. this 6th day of February, 2003.

GENERAL PARTNER:

BAINBRIDGE VERO, INC.,
a Florida corporation

By: 

Sheila Mead, Vice President

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TALLAHASSEE, FLORIDA

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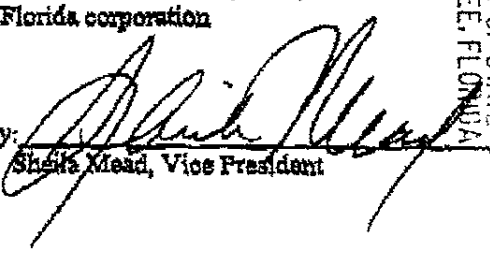
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge Vero, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned corporation, on behalf of the Partnership, hereby agrees to accept service of process for said Partnership and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

BAINBRIDGE VERO, INC.,
a Florida corporation

By: 
Sheila Mead, Vice President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Bainbridge Vero, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$100.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

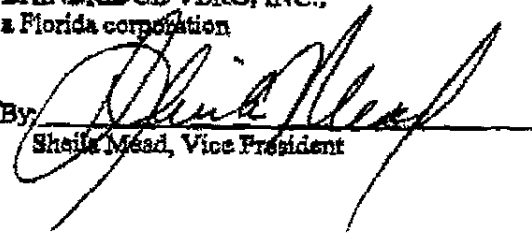
Executed this 6th day of February, 2003.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

GENERAL PARTNER:

BAINBRIDGE VERO, INC.,
a Florida corporation

By: 
Sheila Mead, Vice President

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TALLAHASSEE, FLORIDA

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