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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Fax Number : (850) 205-0383

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

Bainbridge Real Estate Equity Investment Fund, Ltd.

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|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$87.50 |

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE REAL ESTATE EQUITY INVESTMENT FUND, 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 Real Estate Equity Investment Fund, 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 Fund Manager, LLC, 12791 West Forest Hill Blvd., Suite 5B, Wellington, Florida 33414.
4. The name and business address of each general partner is as follows:

Bainbridge Fund Manager, LLC 12791 West Forest Hill Boulevard
Suite 5B
Wellington, Florida 33414
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 Real Estate Equity Investment Fund, Ltd. this 12 day of February, 2003.

GENERAL PARTNER:

BAINBRIDGE FUND MANAGER, LLC,
a Florida limited liability company

By 
Richard A. Schoenher, Manager

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FEB 13 '03 03:35PM BROAD AND CASSEL

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge Real Estate Equity Investment Fund, Ltd., a Florida limited partnership (the "Partnership"), in the foregoing Certificate of Limited Partnership, the undersigned limited liability company, 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 FUND MANAGER, LLC,
a Florida limited liability company

By: 

Richard A. Schechter, Manager

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Bainbridge Real Estate Equity Investment Fund, 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 12 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 FUND MANAGER, LLC,
a Florida limited liability company

By: 
Richard A. Schechter, Manager

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