

A03000000234

Florida Department of State
Division of Corporations
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LIMITED PARTNERSHIP AMENDMENT

BAINBRIDGE REAL ESTATE EQUITY INVESTMENT FUND, LTD.

Certificate of Status	0
Certified Copy	0
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A03-234
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**STATEMENT OF QUALIFICATION FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership as identified in the records of the Florida Department of State:

Bainbridge Real Estate Equity Investment Fund, Ltd.

Limited partnership's Florida document number: A03000000234.

2. Suffix adopted for the above named partnership: (LLLP, L.L.P.) **LLLP**

3. The street address of its chief executive office: (if different from current recorded address):

4. The street address of principal office in Florida: (if different from above):

5. The limited partnership hereby elects to be a limited liability limited partnership.

6. The effective date of this filing shall be as of the date this document is filed with the Florida Secretary of State.

7. The name and Florida street address of the partnership's agent for service of process:

**BAINBRIDGE FUND MANAGER, LLC
12791 West Forest Hill Boulevard
Suite 5B
Wellington, Florida 33414**

The execution of this statement as a partner constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Signed this 14th day of February, 2003.

BAINBRIDGE FUND MANAGER, LLC,
a Florida limited liability company,
General Partner

By: 

Richard A. Schechter, Manager

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