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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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FLORIDA LIMITED PARTNERSHIP

Bainbridge Vero GP, Ltd.

Certificate of Status	0
Certified Copy	0
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Estimated Charge	\$87.50

APPROVED
AND
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03 MAY 29 AM 10:05 RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

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52903

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE VERO GP, 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 GP, LTD. (the "Partnership").

2. The address of the office of the Partnership is 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

3. The name and address of the agent for service of process on the Partnership is Bainbridge Vero, Inc., 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

4. The name and business address of each general partner is as follows:

BAINBRIDGE VERO, INC. *PD5000015274*
12765 West Forest Hill Boulevard
Suite 1307
Wellington, Florida 33414

5. The mailing address of the Partnership is 12765 West Forest Hill Boulevard, Suite 1307, Wellington, Florida 33414.

6. The latest date upon which the Partnership will dissolve is December 31, 2103.

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 GP, LTD. this 29th day of May, 2003.

GENERAL PARTNER:

BAINBRIDGE VERO, INC., a Florida corporation

By: 
Richard A. Schechter, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for BAINBRIDGE VERO GP, 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.

REGISTERED AGENT:

BAINBRIDGE VERO, INC., a Florida corporation

Dated: May 29, 2003

By: 
Richard A. Schechter, President

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TALLAHASSEE, FLORIDA

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of BAINBRIDGE VERO GP, LTD., a Florida limited partnership, certifies as follows:

- (a) The amount of capital contributions to date of the limited partners is \$0.
- (b) The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 29th day of May, 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 its knowledge and belief.

GENERAL PARTNER:

BAINBRIDGE VERO, INC., a Florida corporation

By: 
Richard A. Schechter, President

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