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GREENBERG TRAUIG

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GREENBERG TRAUIG (WEST PALM BEACH)  
CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE  
PHONE: (561) 650-7900

ACCT#: 075201001473

FAX #: (561) 655-6222

NAME: BAINBRIDGE SC, LIMITED

AUDIT NUMBER.....H97000015755

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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FROM: GREENBERG TRAUIG (WEST PALM BEACH)

ACCT#: 075201001473

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

Barbara Springthorpe, Legal Assistant  
407-650-7959

September 30, 1997

VIA TELECOPIER

Public Access Coordinator  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32314

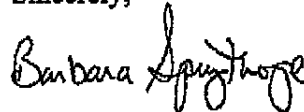
Re: Fax Audit Number H97000015755

Dear Sir or Madam:

Please find attached the documents for "Bainbridge Associates SMC, Limited" with the above-referenced audit number. We originally registered the name "Bainbridge SC, Limited" for this audit number, as you can see on the transmittal page, but our client requested that the name be changed.

Please contact me if you need any additional information.

Sincerely,



Barbara Springthorpe  
Legal Assistant

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## CERTIFICATE OF LIMITED PARTNERSHIP

In order to form a limited partnership under the laws of the State of Florida, the undersigned hereby certifies and swears to the following:

1. The name of the limited partnership is BAINBRIDGE ASSOCIATES SMC, LIMITED.

2. The street and mailing address of the limited partnership is as follows:

2037 Polo Gardens Drive  
Wellington, Florida 33414

3. The name and address of the agent for service of process is:

Howard Bregman, Esq.  
Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A.  
777 S. Flagler Drive, Suite 310-East  
West Palm Beach, FL 33401

4. The name and address of the sole general partner is:

Bainbridge Properties SMC, Inc.  
2037 Polo Gardens Drive  
Wellington, Florida 33414

5. The latest date upon which the partnership is to dissolve is October 1, 2037.

BAINBRIDGE PROPERTIES SMC, INC.,  
a Florida corporation

By:

  
Richard A. Schrechter, President

Prepared by:

Howard Bregman, Esq.  
777 South Flagler Drive, Suite 310 East  
West Palm Beach, Florida 33401  
1-561-650-7900 (t)  
1-561-655-6222 (f)  
Florida Bar No. 360155

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TALLAHASSEE, FLORIDA

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS

The undersigned, constituting the sole general partner of BAINBRIDGE ASSOCIATES SMC, LIMITED, a Florida limited partnership, hereby certifies:

1. This Affidavit accompanies a Certificate of Limited Partnership filed with the Secretary of State simultaneously herewith.
2. The amount of capital contributions of the limited partners to date is One Thousand Dollars (\$1,000).
3. The total amount contributed and anticipated to be contributed by the limited partners at this time totals One Thousand Dollars (\$1,000).

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Sole General Partner

BAINBRIDGE PROPERTIES SMC, INC.,  
a Florida corporation

By: Richard A. Schechter  
Richard A. Schechter  
Its President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF

COUNTY OF

Sworn to and subscribed before me this 29th day of September, 1997.

(Notary Seal)

Debra J. Clark  
Notary Public, State of FLORIDA  
Print Name: DEBRA J. CLARK  
My Commission Expires: 10-1-2000.  
My Commission No.: \_\_\_\_\_

- ☐ Personally known to me or has  
☒ Produced FL HC. 5 236-741-47-085 as identification

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# ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Howard Bregman, am familiar with and accept the obligations of the appointment as the initial registered agent of BAINBRIDGE ASSOCIATES SMC, LIMITED, as made in the foregoing Certificate of Limited Partnership

DATED: September 24, 1997

By:

Howard Bregman

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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