



THE UNITED STATES  
CORPORATION  
COMPANY

# A97000002766

ACCOUNT NO. : 072100000032

REFERENCE : 641581 11758A

AUTHORIZATION :

*Patricia P...*

COST LIMIT : \$ 140.00

FILED  
97 DEC 18 PM 3:45  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

ORDER DATE : December 18, 1997

ORDER TIME : 2:13 PM

ORDER NO. : 641581-015

400002377034--6

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq  
DOUMAR CURTIS CROSS LAYSTROM  
PERLOFF  
1177 Southeast Third Avenue  
Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: BAINBRIDGE COMMUNITIES KEYS  
LIMITED PARTNERSHIP

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED  
97 DEC 18 PM 3:30  
DIVISION OF CORPORATION

*997A005556*

*12/18/97*  
*BTC*

CERTIFICATE OF LIMITED PARTNERSHIP

OF

BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP

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TALLAHASSEE FLORIDA

THE UNDERSIGNED, constituting the General Partner of BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP, a Florida Limited partnership, hereby files its Certificate of Limited Partnership in accordance with Chapter 620, Florida Statutes, as follows:

1. Name of the Partnership. ~~KEYS HOLDING VENTURE~~  
~~LIMITED PARTNERSHIP~~  
BAINBRIDGE COMMUNITIES  
KEYS LIMITED PARTNERSHIP

2. The address of the office of the Partnership is.

1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

3. Name and addresses of the agent for the service of process on the Partnership is.

JEFFREY S. WACHS, ESQ.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

4. Name and business address of the General Partner is.

BAINBRIDGE HOLDINGS, INC.  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

897000099336

5. Mailing address of the Partnership is.

BAINBRIDGE COMMUNITIES KEYS  
LIMITED PARTNERSHIP  
c/o Bainbridge Holdings, Inc.  
General Partner  
1177 S.E. 3rd Avenue  
Fort Lauderdale, FL 33316

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6. Latest date upon which the Partnership will dissolve.

Will be in accordance with Section 620.157  
of the Florida Statute, however, no later than  
December 31, 2047.

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

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Limited Partnership of BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP, this 19<sup>th</sup> day December, 1997.

GENERAL PARTNER:

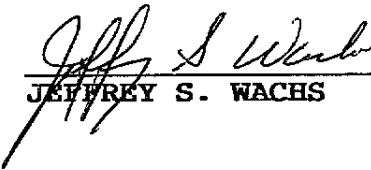
BAINBRIDGE HOLDINGS, INC.

  
By: RICHARD A. SCHECHTER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for **BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP**, a Florida limited partnership ("Partnership"), in the foregoing Certificate of Limited Partnership, I, on behalf of the Partnership agree to comply with any and all statutes relative to the complete and proper performance of the duties of a registered agent.

REGISTERED AGENT:

  
\_\_\_\_\_  
JEFFREY S. WACHS

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned authority, personally appeared  
RICHARD A. SCHECHTER, the President of BAINBRIDGE HOLDINGS, INC.,  
the General Partner of BAINBRIDGE COMMUNITIES KEYS LIMITED  
PARTNERSHIP, a Florida limited partnership, herein referred to as  
the "Partnership", who, upon being duly sworn, certified as  
follows:

1. As of the date hereof, the amount of capital contributions  
to the Partnership made by the Limited Partners is as follows:

\$5,000.00

2. The amount of capital contributions anticipated to be  
contributed by additional Limited Partners is as follows:

NONE

3. Affiant has executed this Affidavit of Capital  
Contributions as the duly authorized representative of the General  
Partner of said Partnership.

FURTHER AFFIANT SAYETH NOT.

Under 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.

DATED this 18<sup>th</sup> day of December, 1997.

  
RICHARD A. SCHECHTER

STATE OF FLORIDA )

SS:

COUNTY OF BROWARD )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SWORN TO AND SUBSCRIBED before me, the undersigned authority,  
by RICHARD SCHECHTER, President of Bainbridge Holdings, Inc. and  
who appeared personally before me and took an oath, who is  
personally known to me or who produced his Florida  
drivers license as identification, on this 17th  
day of December, 1997.

Lisa D. Belenson

Notary Public, State of Florida

Print Name: Lisa D. Belenson

My Commission Number: CC 399213

My Commission Expires: 8/10/98



LISA D. BELENSON  
COMMISSION # CC 399213  
EXPIRES AUG 10, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.