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DEC-30-02 MON 02:47 PM BROAD AND CASSEL FAX NO. 561 483 7000 P. 01  
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**VOLUNTARY CANCELLATION OF LP**  
**BRINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP**

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|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 01      |
| Estimated Charge      | \$52.50 |

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CERTIFICATE OF CANCELLATION  
OF  
BAINBRIDGE COMMUNITIES KEYS LIMITED PARTNERSHIP,  
a Florida limited partnership

The undersigned general partner, desiring to dissolve a limited partnership pursuant to the Florida Revised Uniform Limited Partnership Act (1986) and pursuant to Section 620.113 of the Florida Statutes, hereby states the following:

1. The name of the limited partnership is Bainbridge Communities Keys Limited Partnership (the "Partnership").
2. The Partnership's certificate of limited partnership was filed on December 18, 1997.
3. The reason the Partnership is filing the certificate of cancellation is that the Partnership is being dissolved pursuant to the provisions of its Agreement of Limited Partnership.
4. The effective date of cancellation is December 31, 2002.

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.

IN WITNESS WHEREOF, this Certificate of Cancellation of Limited Partnership has been executed by Bainbridge Holdings, Inc., a Florida corporation, the sole General Partner of the Partnership, this 31st day of December, 2002.

GENERAL PARTNER:

BAINBRIDGE HOLDINGS, INC., a  
Florida corporationBy: 

Richard A. Schechter, President

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