



THE UNITED STATES  
CORPORATION  
COMPANY

A98000000348

1st

ACCOUNT NO. : 072100000032

REFERENCE : 695457 11758A

AUTHORIZATION : Patricia P. [signature]

COST LIMIT : \$ 140.00

ORDER DATE : February 5, 1998

700002422627-9

ORDER TIME : 11:46 AM

ORDER NO. : 695457-005

CUSTOMER NO: 11758A

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

Fort Lauderdale, FL 33316

FILED  
SECRETARY OF CORPORATIONS  
98 FEB -5 PM 2:15  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: BAINBRIDGE COMMUNITIES  
REGENCY 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: \_\_\_\_\_

mk 2/5/98

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**CERTIFICATE OF LIMITED PARTNERSHIP**

**OF**

**BAINBRIDGE COMMUNITIES REGENCY LIMITED PARTNERSHIP**

THE UNDERSIGNED, constituting the General Partner of BAINBRIDGE COMMUNITIES REGENCY 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. BAINBRIDGE COMMUNITIES REGENCY 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

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5. Mailing address of the Partnership is.

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

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  
REGENCY LIMITED PARTNERSHIP, this 4th day February, 1998.

GENERAL PARTNER:

BAINBRIDGE HOLDINGS, INC.



By: RICHARD A. SCHECTER  
President

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as Registered Agent for BAINBRIDGE COMMUNITIES REGENCY 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**

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DIVISION OF CORPORATIONS  
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**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 REGENCY 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 4th day of February, 1998.

  
RICHARD A. SCHECHTER  
President

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STATE OF FLORIDA

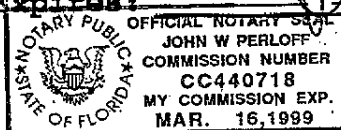
COUNTY OF

BROWARD

SS: )

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 \_\_\_\_\_  
as identification, on this 4th  
day of February, 1998.

*John W. Perloff*  
Notary Public, State of Florida  
Print Name: JOHN W. PERLOFF  
My Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



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