



THE UNITED STATES
CORPORATION
COMPANY

A98000000826

ACCOUNT NO. : 072100000032

REFERENCE : 764182 4329904

AUTHORIZATION :

COST LIMIT

Patricia T. Pitt

ORDER DATE : April 1, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 764182-065

CUSTOMER NO: 4329904

CUSTOMER: Ms. Julie A. Luka
BROAD AND CASSEL

Suite 300
7777 Glades Road
Boca Raton, FL 33434

500002475695--4

DOMESTIC FILING

NAME: BAINBRIDGE POLO LAKES GP, LTD.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
XX 3 CERTIFICATES OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

RECEIVED
98 APR -1 PM 1:52
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 2:00

DK
4/1/98

Fax Audit Number:_____

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE POLO LAKES GP, LTD.
a Florida limited partnership

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -1 PM 2:00

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 state the following:

1. The name of the limited partnership is BAINBRIDGE POLO LAKES GP, LTD. (the "Partnership").

2. The address of the office of the Partnership is 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.

3. The name and address of the agent for service of process on the Partnership is Bainbridge Polo Lakes GP, Inc., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.

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

Bainbridge Polo Lakes GP, Inc.

2170 Polo Gardens Drive
Suite 204
Wellington, Florida 33414

pay 500029924

5. The mailing address of the Partnership is 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.

6. The latest date upon which the Partnership will dissolve is December 31, 2028.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number:_____

Fax Audit Number:_____

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.

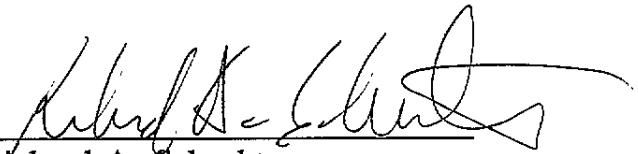
This Certificate of Limited Partnership has been executed by the sole General Partner of Bainbridge Polo Lakes GP, Ltd. this 30th day of March, 1998.

FILED
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DIVISION OF CORPORATIONS
APR - 1 1998
PM 2:00

GENERAL PARTNER:

BAINBRIDGE POLO LAKES GP, INC.,
a Florida corporation

By: _____


Richard A. Schechter
President

Fax Audit Number:_____

Fax Audit Number: _____

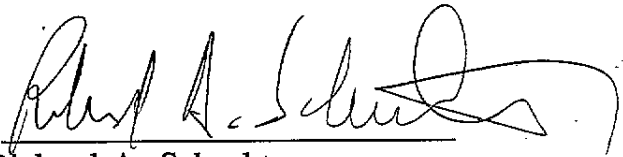
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge Polo Lakes 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.

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98 APR - 1 PM 2:00

REGISTERED AGENT

Bainbridge Polo Lakes GP, Inc.,
a Florida corporation

By: 
Richard A. Schechter
President

Fax Audit Number: _____

Fax Audit Number: _____

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of
Bainbridge Polo Lakes GP, Ltd., a Florida limited partnership, certify as follows:

The amount of capital contributions to date of the limited partners is \$100.

The total amount contributed and anticipated to be contributed by the limited
partners at this time totals \$7,500.

Executed this 30th day of March, 1998.

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 my knowledge and belief.

GENERAL PARTNER:

Bainbridge Polo Lakes GP, Inc.,
a Florida corporation

By: 

Richard A. Schechter
President

Fax Audit Number: _____

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