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FROM: BROAD AND CASSEL
CONTACT: HEATHER ELLIS
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NAME: BAINBRIDGE COMMUNITIES VICTORIA POINTE LIMIT
AUDIT NUMBER.....H98000013057
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**CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE COMMUNITIES VICTORIA POINTE LIMITED PARTNERSHIP,
a Florida limited partnership**

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 states the following:

1. The name of the limited partnership is Bainbridge Communities Victoria Pointe Limited Partnership (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 Holdings, Inc., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.
4. The name and business address of each general partner is as follows:

Bainbridge Holdings, Inc.	2170 Polo Gardens Drive, Suite 204
	Wellington, Florida 33414
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, 2060.

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.

David J. Powers, Esq.
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H98000013057


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This Certificate of Limited Partnership has been executed by the sole General Partner of Bainbridge Communities Victoria Pointe Limited Partnership this 14th day of July, 1998.

GENERAL PARTNER:

BAINBRIDGE HOLDINGS, INC.,
a Florida corporation

By: 
Richard A. Schechter, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge Communities Victoria Pointe Limited Partnership, 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.

GENERAL PARTNER:

BAINBRIDGE HOLDINGS, INC.,
a Florida corporation

By: 
Richard A. Schechter, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Bainbridge Communities Victoria Pointe Limited Partnership, a Florida limited partnership, certifies 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 14th day of July, 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 HOLDINGS, INC.,
a Florida corporation

By: 

Richard A. Schechter, President

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