

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000027306 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations
Fax Number : (850) 922-4003

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 483-7321

Please note that the General Partner is being formed today as well. Please wait for filing

Thank you -
Julie Webster

FLORIDA LIMITED PARTNERSHIP

BAINBRIDGE WELLINGTON PLAZA, LTD.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

Fax Audit Number: H99000027306 2

CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE WELLINGTON PLAZA, LTD.,
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 Wellington Plaza, 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 Wellington Plaza, Inc., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.

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

Bainbridge Wellington Plaza, 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, 2029.

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 Wellington Plaza, Ltd. this 21st day of October, 1999.

GENERAL PARTNER:

BAINBRIDGE WELLINGTON PLAZA,
INC., a Florida corporation

By: 
Richard A. Schechter, President

Fax Audit Number: H99000027306 2

Fax Audit Number: H99000027306 2

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge Wellington Plaza, 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.

**BAINBRIDGE WELLINGTON PLAZA,
INC., a Florida corporation**

By: 
Richard A. Schechter, President

10-28-99 11:16

Fax Audit Number: H99000027306 2

Fax Audit Number: H99000027306 2

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Bainbridge Wellington Plaza, Ltd., a Florida limited partnership, certifies as follows:

1. The amount of capital contributions to date of the limited partners is \$100.
2. The total amount contributed and anticipated to be contributed by the limited partners at this time totals \$7,500.

Executed this 21st day of October, 1999.

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 WELLINGTON PLAZA,
INC., a Florida corporation

By: Richard A. Schechter
Richard A. Schechter, President

Fax Audit Number: H99000027306 2

Fax Audit Number: H99000027306 2

AFFIDAVIT

The undersigned being first duly sworn, deposes and says that:

1. BAINBRIDGE WELLINGTON PLAZA, INC. (the "Corporation") has executed and filed Articles of Incorporation with the Florida Division of Corporations;
2. The Corporation shall act as general partner to a Florida limited partnership (the "Partnership");
3. The Partnership's Certificate of Limited Partnership is enclosed herein for filing with the Florida Division of Corporations; and
4. The Corporation hereby grants its consent and permission to the Partnership to use the name "BAINBRIDGE WELLINGTON PLAZA, LTD."

BAINBRIDGE WELLINGTON PLAZA,
INC., a Florida corporation

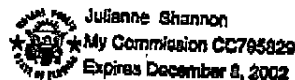
By: Richard A. Schechter
Richard A. Schechter

STATE OF Florida

COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 28 day of October, 1998, by Richard A. Schechter, President of Bainbridge Wellington Plaza, Inc., (X) who is personally known to me or (X) who has produced _____ as identification.

Julianne Shannon
Notary Public
Name: Julianne Shannon
Commission Expires: 12/8/02
Serial Number: CC 795529



Fax Audit Number: H99000027306 2