

A9900000/1929

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA LIMITED PARTNERSHIP

BAINBRIDGE WCP, LTD.

Certificate of Status	0
Certified Copy	0
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899-1929

Name	GP-11-2
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CERTIFICATE OF LIMITED PARTNERSHIP
OF
BAINBRIDGE WCP, 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 WCP, 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 WCP, Inc., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.
4. The name and business address of each general partner is as follows:

Bainbridge WCP, Inc. 2170 Polo Gardens Drive, Suite 204
Wellington, Florida 33414
899-101-798
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, 2049.

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 WCP, Ltd. this 19th day of November, 1999.

GENERAL PARTNER:

BAINBRIDGE WCP, INC., a Florida
corporation

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

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Bainbridge WCP, 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 WCP, INC., a Florida
corporation

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

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, constituting the sole general partner of Bainbridge WCP, 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 19th day of November, 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 WCP, INC., a Florida
corporation

By: 
Richard A. Schechter, President

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AFFIDAVIT

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

1. BAINBRIDGE WCP, 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 WCP, LTD."

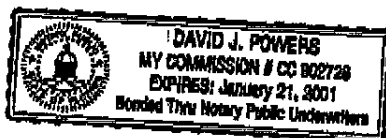
BAINBRIDGE WCP, INC., a Florida
corporation

By: Richard A. Schechter
Richard A. Schechter

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th day of November, 1999, by Richard A. Schechter, President of Bainbridge WCP, Inc., (X) who is personally known to me or () who has produced _____ as identification.



David J. Powers
Notary Public

Name: _____

Commission Expires: _____

Serial Number: _____

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