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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
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From:  
Account Name : BROAD AND CASSEL (BOCA RATON)  
Account Number : 076376001555  
Phone : (561) 483-7000 xt. 218  
Fax Number : (561) 483-7321

Attn: Andrea Minnies

FOREIGN LIMITED PARTNERSHIP

Bainbridge Wellington Green Limited Partnership

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$1,785.00

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RECEIVED  
01 APR 10 AM 10:03  
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TALLAHASSEE, FLORIDA

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# APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Bainbridge Wellington Green Limited Partnership  
(Name of limited partnership as it is in the home state)
2. \_\_\_\_\_  
(if name is unavailable, name under which the limited partnership proposes to register or transaction business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware  
(State of Formation)
4. March 7, 2001  
(Date of Formation)
5. Bainbridge WG, Inc.  
(Name of Registered Agent for Service of Process)
6. 12791 West Forest Hill Boulevard, Suite 5B  
(Street Address of Registered Office)

Wellington, Florida 33414  
(City) (Zip Code)

7. Acceptance by the Registered Agent for Service of Process:

Bainbridge WG, Inc., a Florida corporation

By: Richard Schechter  
Richard Schechter, President

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8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware  
(Address of registered office required in state of formation or, if not required, address of principal office)
9. NAMES OF GENERAL PARTNERS      STREET ADDRESS  
Bainbridge WG, Ltd. A99-917      12791 W. Forest Hill Blvd., Ste 5B,  
Wellington, Florida 33414
10. 12791 W. Forest Hill Blvd., Ste 5B, Wellington, Florida 33414  
(Office where Names, Addresses and Contributions of Limited Partners are kept)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

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12. 12791 W. Forest Hill Blvd., Ste 5B, Wellington, Florida 33414  
(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

Signed this 4<sup>th</sup> day of April, 2001.

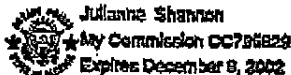
Bainbridge WG, Ltd., a Florida limited partnership

By: Bainbridge WG, Inc., a Florida corporation,  
general partner

By:   
Richard Schechter, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 4<sup>th</sup> day of April, 2001, Richard Schechter, as President of Bainbridge WG, Inc., a Florida corporation, as general partner of Bainbridge WG, Ltd., a Delaware limited partnership, as general partner of Bainbridge Wellington Green Limited Partnership, a Delaware limited partnership, personally appeared before me, ✓ who is personally known to me, or        whose identity I proved on the basis of       



  
(Notary Public Signature)

Julianne Shannon  
(Notary's Printed Name)

Seal

My Commission Expires: 12/8/02

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# AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A FOREIGN LIMITED PARTNERSHIP

**BEFORE ME** the undersigned personally appeared Richard Schechter, as President of Bainbridge WG, Inc., a Florida corporation, as general partner of Bainbridge WG, Ltd., a Delaware limited partnership, as general partner of Bainbridge Wellington Green Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 8,800,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 8,800,000.00.

*Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.*

Signed this 4 day of April, 2001.

**Bainbridge WG, Ltd., a Florida limited partnership**

By: Bainbridge WG, Inc., a Florida corporation,  
general partner

By: Richard Schechter  
Richard Schechter, President

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STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 4<sup>th</sup> day of April, 2001, Richard Schechter, as President of Bainbridge WG, Inc., a Florida corporation, as general partner of Bainbridge WG, Ltd., a Delaware limited partnership, as general partner of Bainbridge Wellington Green Limited Partnership, a Delaware limited partnership, personally appeared before me, \_\_\_\_\_ who is personally known to me, or \_\_\_\_\_ whose identity I proved on the basis of



Julianne Shannon  
My Commission CC795829  
Expires December 8, 2002

Seal

Julianne Shannon  
(Notary Public Signature)

Julianne Shamon  
(Notary's Printed Name)

My Commission Expires: 12/8/02

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*State of Delaware*

PAGE 1

*Office of the Secretary of State*

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAINBRIDGE WELLINGTON GREEN LIMITED PARTNERSHIP" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MARCH, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE, FLORIDA



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*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1010802

DATE: 03-08-01

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