1398000000617



ACCOUNT NO. : 072100000032

REFERENCE :

001840

AUTHORIZATION :

ORDER DATE : October 20, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 001840-005

CUSTOMER NO: 4329904

CUSTOMER: Julie A. Webster, Legal Asst

Broad And Cassel

Suite 300

7777 Glades Road

Boca Raton, FL 33434

-000002668190--8

BAINBRIDGE POLO GLEN LIMITED

PARTNERSHIP

XXXX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

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

	which the limited partnership purpose to register or attain the word "LIMITED" OR "LTD".
Delaware	4October 16, 1998
(State of Formation)	(Date of Formation)
Richard A. Schechter	
(Name of Registered A	gent for Service of Process)
2170 Polo Gardens Drive, Suite 204, V	Wellington, FL 33414
	of Registered Office)
Acceptance by the Registered Agent for Acceptance by the Register by the Regis	t sign on this line)
	checter, Residents and Title of Officer)
he Corporation Trust Compa MARRICUMENT COMPANIES COMPANI	any, 1209 Orange St., Wilmington, DE Wilmington, DE Wilmington, DE Wilmington, DE Wilmington, I not required, Address
NAME OF GENERAL PARTNERS	SPECIFIC ADDRESS
Bainbridge Plantation GP, Ltd. 冷ないいいとう7(c/o Bainbridge Communities, L.P. 2170 Polo Gardens Drive, Suite 204 Wellington, Florida 33414

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

12. 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414 (Mailing Address of Limited Partnership)

This 16th day of October, 1998.

BAINBRIDGE PLANTATION GP, LTD., a Florida limited partnership

By: Bainbridge Plantation GP, Inc., a Florida corporation

By:

Richard A. Schechter, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this day of October, 1998, by Richard A. Schechter, President of Bainbridge Plantation GP, Inc., General Partner of Bainbridge Plantation GP, Ltd., General Partner of Bainbridge Polo Glen Limited Partnership, a Delaware limited partnership, on behalf of the Limited Partnership.

SEAL



Notary Public Welbuffr

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Richard A. Schechter, President of Bainbridge Plantation GP, Inc., General Partner of Bainbridge Plantation GP, Ltd., General Partner of Bainbridge Polo Glen 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 \$ 5,500,000.00.
- 2. The anticipated amount of capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$5,500,000.00.

This 16day of October, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true to the best of my knowledge and belief.

BAINBRIDGE PLANTATION GP, LTD., a Florida limited partnership

By: Bainbridge Plantation GP, Inc., a

Florida corporation

Richard A. Schechter, President

STATE OF FLORIDA COUNTY OF PALM BEACH DATE OF OCTOBER ______, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths to take acknowledgements in and for the State and County set forth above, personally appeared Richard A. Schechter, President of Bainbridge Plantation GP, Inc., General Partner of Bainbridge Plantation GP, Ltd., General Partner of Bainbridge Polo Glen Limited Partnership (General Partner, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership).

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this When day of October, 1998.

SEAL



Notary Public