

398000000617



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 001840 4329904

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 1793.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 20 PM 12:44

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

FOREIGN FILINGS

NAME: BAINBRIDGE POLO GLEN LIMITED  
PARTNERSHIP

XXXX QUALIFICATION (TYPE: LP)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

BK

10/20/98

FILED  
SECRETARY OF CORPORATIONS  
98 OCT 20 PM 12:44

- AYU000002370

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 20 PM 12:44

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  
Richard A. Schechter, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged and sworn to before me this 16th 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



Julie Webster  
Notary Public

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 20 PM 12:44

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.

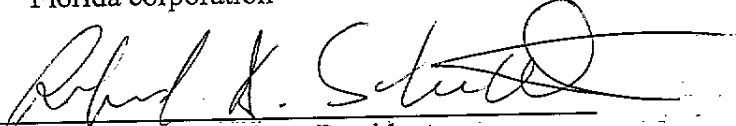
This 16 day of October, 1998.

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

By:   
Richard A. Schechter, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH  
DATE OF OCTOBER 16, 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 16<sup>th</sup> day of October, 1998.

SEAL



Julie Webster  
Notary Public