



THE UNITED STATES
CORPORATION
COMPANY

M97000000421

ACCOUNT NO. : 072100000032

REFERENCE : 464066 4320060

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ ~~70.00~~ 285.00

ORDER DATE : July 16, 1997

ORDER TIME : 11:34 AM

ORDER NO. : 464066-005

300002239823--1

CUSTOMER NO: 4320060

CUSTOMER: Emma Maddon, Legal Assistant
Graham & James
24th Floor
885 Third Avenue
New York, NY 10022-4834

FOREIGN FILINGS

NAME: BAINBRIDGE COMMUNITIES LLC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:25

BK
7/16/97

RECEIVED
97 JUL 16 PM 1:08

JUL-15-97 TUE 11:27 AM CSC

FAX NO. 3020087076

P.05

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:**

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JUL 16 PM 2:25

1. RAINBRIDGE COMMUNITIES LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name as present. Please note: "L.L.C." is not an acceptable suffix in Florida.)
2. Delaware 3. Applied for
(Jurisdiction under the law of which foreign limited liability company is organized) (FBI number, if applicable)
4. June 20, 1997 5. June 20, 2027
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon filing of this application.
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 2037 Polo Gardens - Drive
Wellington, Florida 33414
(Street address of principal office)

8. List name, title, and business address of each managing member(MGRM) or manager(MGR) who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
Richard Schechter	Managing Member		
2101 Lucaya Bend 4K			
Coconut Creek FL 33066			

JUL-15-97 TUE 11:28 AM CSC

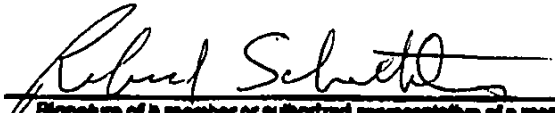
FAX NO. 302-333-7018

P. 00

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
SECRETARY OF CORPORATIONS
97 JUL 16 PM 2:25The undersigned member or authorized representative of a member of BAINBRIDGECOMMUNITIES LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 300.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 300 . This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 602.014(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Richard Schechter, Managing Member

Filing Fee: \$ 52.50 for Affidavit

JUL-15-97 TUE 11:28 AM CSC

FAX NO. 3020007078

F.01

FILED
SECRETARY OF CORPORATIONS
97 JUL 16 PM 2:25**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 808.415 or 808.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: BAINBRIDGE COMMUNITIES LLC

2. The name and address of the registered agent and office is:

CORPORATION SERVICE COMPANY

(Name)

1201 Hays Street

(P.O. Box not acceptable)

Tallahassee, Florida 32301-2607

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Karen B. Rozar

(Signature)

July 15, 1997

(Date)

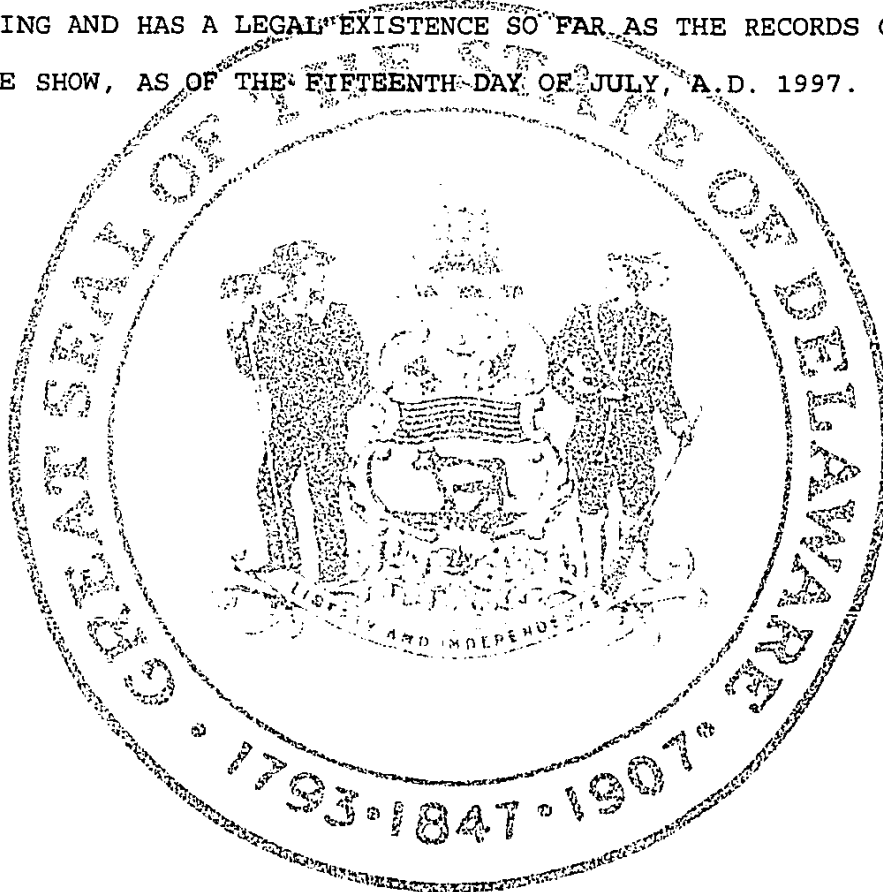
Karen B. Rozar, As Its Agent

Filing Fee: \$ 35 for Designation of Registered Agent

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAINBRIDGE COMMUNITIES LLC" 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 FIFTEENTH DAY OF JULY, A.D. 1997.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 16 PM 2:25



Edward J. Freel

Edward J. Freel, Secretary of State

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971234583

AUTHENTICATION:

DATE:

8558652

07-15-97