



THE UNITED STATES
CORPORATION
COMPANY

m97000600575

ACCOUNT NO. : 072100000032

REFERENCE : 508480 4320060

AUTHORIZATION

COST LIMIT

\$ 337.50

Patricia Piguth

91 SEP -3 PM 4:25
DIVISION OF CORPORATIONS
FILED

ORDER DATE : August 25, 1997

ORDER TIME : 9:46 AM

ORDER NO. : 508480-020

CUSTOMER NO: 4320060

400002283854--0

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

FOREIGN FILINGS

W9200020285

NAME: BAINBRIDGE COMMUNITIES PL, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

B/K

9/3/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 3, 1997

SUSANA ROMAGOSA
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: BAINBRIDGE COMMUNITIES PL, LLC
Ref. Number: W97000020288

97 SEP -3 PM 4:25
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

We have received your document for BAINBRIDGE COMMUNITIES PL, LLC and the authorization to debit your account in the amount of \$337.50. However, the document has not been filed and is being returned for the following:

In addition to the application documents, we must have a CERTIFICATE OF EXISTENCE from the Secretary of State of Delaware.

ALSO, in Item 8, please indicate whether RICHARD SCHECTER is a MANAGING MEMBER. If he is not, then please list company's MANAGING MEMBERS or MANAGER.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 297A00044003

RESUBMIT
Please give original
submission date as file date.

**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:*

1. BAINBRIDGE COMMUNITIES PL 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 at present. Please note: "L.L.C." is not an acceptable suffix in Florida.)

2. Delaware

(Jurisdiction under the law of which foreign limited liability company is organized)

3. _____

(FEI number, if applicable)

4. August 26, 1997

(Date of Organization)

5. 2027

(Duration: Year limited liability company will cease to exist or "perpetual")

6. upon filing

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 2037 Polo Gardens Drive

Wellington, FL 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

2037 Polo Gardens Drive
Wellington, FL 33414

managing
member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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 PL 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
(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.

Corporation Service Company

BY: Deborah D. Skipper
(Signature)

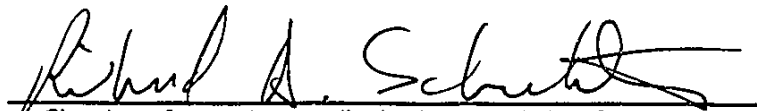
9-2-97
(Date)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**FILED
STATE
DIVISION OF CORPORATIONS
97 SEP -3 PM 4:25

The undersigned member or authorized representative of a member of _____

BAINBRIDGE COMMUNITIES PL 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 \$ 200.00
- 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
\$ 200.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 606.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "BAINBRIDGE COMMUNITIES FL 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 TWENTY-SIXTH DAY OF AUGUST, A.D.
1997.

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

SECRETARY
DIVISION
97 SEP -3 PM 4:25



Edward J. Freel

Edward J. Freel, Secretary of State

2789273 8300

971285757

AUTHENTICATION:

8624064

DATE:

08-26-97