M97000000576



ACCOUNT NO. : 072100000032

REFERENCE : 508480 4320060

AUTHORIZATION

COST LIMIT : \$ 337.50

ORDER DATE: August 25, 1997

ORDER TIME: 9:49 AM

700002288997--4

ORDER NO. : 508480-030

4320060 CUSTOMER NO:

CUSTOMER: Emma K. Maddon, Paralegal

Graham & James 24th Floor 885 Third Avenue

New York, NY 10022-4834

FOREIGN FILINGS

NAME:

PARKER'S LANDING VENTURE II,

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa



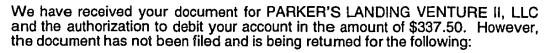
FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 3, 1997

SUSANA ROMAGOSA CSC NETWORKS TALLAHASSEE, FL

SUBJECT: PARKER'S LANDING VENTURE II, LLC

Ref. Number: W97000020333



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

ALSO, IN ITEM 8, please indicate if BAINBRIDGE COMMUNITIES PL, LLC is a MANAGING MENBER. If it is not, please liste the 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.

Letter Number: 997A00044050

J. 1

Buck Kohr Corporate Specialist orse 3 or 1.35

1. PARKER'S LANDING VENTURE II, LLC

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:

Delaware	3		
(Jurisdiction under the law of which for company is organized)	oreign limited liability	(PEI number, if applicab	ole)
August 26, 1997		2027	
(Date of Organizati	ion)	(Duration: Year limited liability cease to exist or "perpetual")	company will
upon filing			
(Date first transacted b	ousiness in Florida. (Se	sections 608.501, 608.502, and 8	17.155, F.S.)
2037 Polo Gardens Drive			
Wellington, FL 33414			
	(Street address of prin	cipal office)	
manage the foreign limited liabil	lity company in Flor	ida: (attach additional page if	necessary)
List name, title, and business ad manage the foreign limited liabil NAME & ADDRESS:			
NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
manage the foreign limited liabil NAME & ADDRESS: Bainbridge Communities PL,	lity company in Floor TITLE: managing	ida: (attach additional page if	necessary)
NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
manage the foreign limited liabil NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
manage the foreign limited liabil NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)
NAME & ADDRESS: Bainbridge Communities PL,	TITLE:	ida: (attach additional page if	necessary)

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:	12.00 10.00 10.00
1. The fame of the limited liability company is.	
PARKER'S LANDING VENTURE II, LLC	8 (1977) 13
2. The name and address of the registered agent and office is:	PK II: 35
Corporation Service Company	
(Name)	
1201 Hays Street (P.O. Box not acceptable)	
Tallahassee, Florida 32301 (City/Stete/Zip)	
Having been named as registered agent and to accept service of process for the a limited liability company at the place designated in this certificate. I hereby accept	

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: Delcokah W. Skinger 9-2-97

(Signature) (Date)

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN LIMITED LIABILITY COMPANY

The undersigned member or authorized representative of a member of		
PARKER'S LANDING VENTURE II, LLC	deposes and says:	
1) the above named limited liability company has a	at least two members	
2) the total amount of cash contributed by the men	nber(s) is \$ 200.00	
3) if any, the agreed value of property other than c \$ N/A . A description of the pr	ash contributed by member(s) is roperty is attached and made a part hereto.	
4) the total amount of cash or property anticipated \$ 200.00 This total includes amounts		

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(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

PAGE

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARKER'S LANDING VENTURE II, 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-SEVENTH DAY OF AUGUST, A.D. 1997.

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

97 SEP -3 PH 4: 35

Edward J. Freel, Secretary of State

AUTHENTICATION:

8626110

971287489

2789654 8300

DATE:

08-27-97