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ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR ~~BARBARA SPRINGTHORPE~~

PHONE: (561) 650-7900

*JAN CRANK*

FAX #: (561) 655-6222

NAME: BAINBRIDGE FARM, INC.

AUDIT NUMBER.....H97000015313

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
BAINBRIDGE FARM, INC.

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is BAINBRIDGE FARM, INC.

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

Prepared by:  
Howard Bregman, Esq.  
777 South Flagler Drive, Suite 310 East  
West Palm Beach, Florida 33401  
Telephone: 1-561-650-7900  
Facsimile: 1-561-655-6222  
Florida Bar No. 360155

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**ARTICLE III  
STREET AND MAILING ADDRESS**

The street and mailing address of the Corporation shall be:

2037 Polo Gardens Drive  
Wellington, Florida 33414

**ARTICLE IV  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to issue 1,000 shares of common stock with \$0.01 par value per share.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is c/o Greenberg Traurig Hoffman Lipoff Rosen & Quentel, P.A. 777 South Flagler Drive, Suite 310 East, West Palm Beach FL 33401. The name of the initial registered agent of the Corporation at that address is Howard Bregman.

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ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

Name

Address

Howard Bregman

777 South Flagler Drive, Suite 310 East  
West Palm Beach FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 16th day of September 1997.

  
Howard Bregman

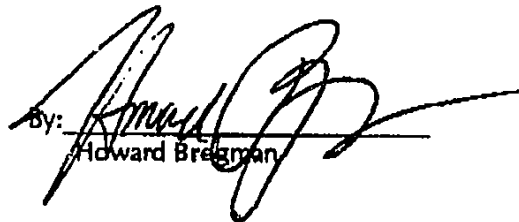
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Howard Bregman, am familiar with and accept the obligations of the appointment as the initial registered agent of BAINBRIDGE FARM, INC., as made in the foregoing Articles of Incorporation.

DATED: September 16, 1997

By:   
Howard Bregman

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