

SEP-24-97

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From: GREENBERG TRAUIG

SEP 24 1997

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9/23/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: GREENBERG TRAUIG (WEST PALM BEACH)

ACCT#: 075201001473

CONTACT: JUDITH EQUELS OR BARBARA SPRINGTHORPE

PHONE: (561)650-7900

FAX #: (561)655-6222

NAME: SUGAR MILL CREEK VENTURE, INC. - *Changed to "Bainbridge Properties SMC, Inc."*

AUDIT NUMBER.....H97000015754

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

CERT. OF STATUS...1

PAGES..... 4

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

SEP-24-97 13:13 From: GREENBERG TRAURIG

5616590408

T-151 P.02/08 Job-002

**GREENBERG**  
ATTORNEYS AT LAW  
**TRAURIG**

Barbara Springthorpe, Legal Assistant  
407-650-7959

September 24, 1997

VIA TELECOPIER

Public Access Coordinator  
Division of Corporations  
409 East Gaines Street  
Tallahassee FL 32314

Re: Fax Audit Number H97000015754

Dear Sir or Madam:

Please find attached articles of incorporation for "Bainbridge Properties SMC, Inc." with the above-referenced audit number. We originally registered the name "Sugar Mill Creek Venture, Inc." for this audit number, as you can see on the transmittal page, but our client requested that the name be changed.

Please contact me if you need any additional information.

Sincerely,



Barbara Springthorpe  
Legal Assistant

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GREENBERG TRAURIG HOFFMAN LIPPOLD ROSEN & QUINCY, P.A.  
P.O. BOX 30629 WEST PALM BEACH, FLORIDA 33416-0629  
561-650-7900 FAX 561-655-6222  
777 SOUTH FLAGLER DRIVE SUITE 510 EAST WEST PALM BEACH, FLORIDA 33401  
MIAMI NEW YORK WASHINGTON, D.C.  
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

ARTICLES OF INCORPORATION  
OF  
BAINBRIDGE PROPERTIES SMC, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 PROPERTIES SMC, 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  
1-407-650-7900 (t)  
1-407-655-6222 (f)  
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 FL 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 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:

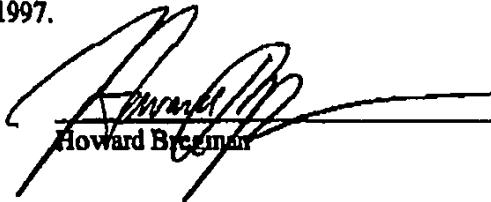
Name

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 24th day of September, 1997.

  
Howard Bregman

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SEP-24-97 13:15 From: GREENBERG TRAURIG

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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 PROPERTIES SMC, INC., as made in the foregoing Articles of Incorporation.

DATED: September 24, 1997

By: 

Howard Bregman

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