

P97000099336



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 609334 11758A

AUTHORIZATION : Patricia Pzyut

COST LIMIT : \$ 122.50

ORDER DATE : November 21, 1997

ORDER TIME : 9:56 AM

ORDER NO. : 609334-005

CUSTOMER NO: 11758A

8000002353838--4

CUSTOMER: Jeffrey S. Wachs, Esq
DOUMAR CURTIS CROSS LAYSTROM
PERLOFF
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: BAINBRIDGE HOLDINGS, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
97 NOV 21 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 21 AM 10:38
DIVISION OF CORPORATION

me 11/21/97

**ARTICLES OF INCORPORATION OF
RAINBRIDGE HOLDINGS, 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 HOLDINGS, INC.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
STREET AND MAILING ADDRESS**

The street and mailing address of the Corporation shall be:

1177 S.E. 3rd Avenue
Fort Lauderdale, FL 33316

**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.

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

The street address of the initial registered office of the Corporation is 1177 S.E. 3rd Ave., Ft. Lauderdale, FL 33316. The name of the initial registered agent of the Corporation at that address is Jeffrey S. Wachs.

**ARTICLE VII
BYLAWS**

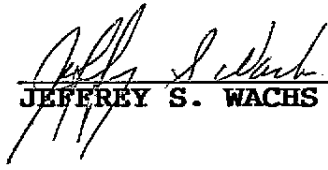
The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Jeffrey S. Wachs	1177 S.E. 3rd Avenue Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of November, 1997.

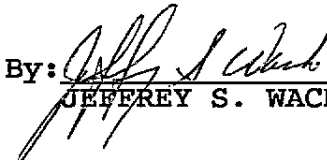


JEFFREY S. WACHS

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Jeffrey S. Wachs, am familiar with and accept the obligations of the appointment as the initial registered agent of BAINBRIDGE HOLDINGS, INC., as made in the foregoing Articles of Incorporation.

DATED: November 20, 1997

By: 

JEFFREY S. WACHS

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