



**THE UNITED STATES
CORPORATION**
C O M P A N Y

RECEIVED

98 APR 23 AM 8:27

ACCOUNT NO.: 072100099032N OF CORPORATION

REFERENCE : 791952 11758A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE.: April 22, 1998

ORDER TIME : 4:27 PM

ORDER NO. : 791952-005

CUSTOMER NO: 11758A

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

Fort Lauderdale, FL 33316

500002497365--8

DOMESTIC FILING

NAME: BAINBRIDGE COMMUNITY
ACQUISITION CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 12:06

4/23/98

**ARTICLES OF INCORPORATION OF
BAINBRIDGE COMMUNITIES ACQUISITION CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 23 PM 12:06

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 COMMUNITIES ACQUISITION CORPORATION.

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

ARTICLE VII
BYLAWS

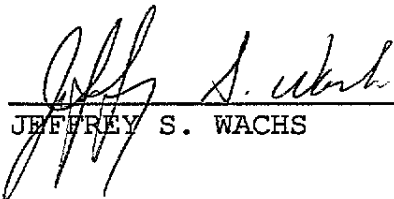
The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

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. 3 rd Avenue Fort Lauderdale, FL 33316

IN THE WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of April, 1998.



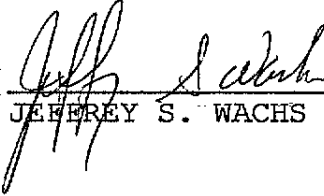
JEFFREY S. WACHS

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 the obligations of the appointment as the initial registered agent of BAINBRIDGE COMMUNITIES ACQUISITION CORPORATION, as made in the foregoing Articles of Incorporation.

Dated: April 20, 1998

By:


JEFFREY S. WACHS

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