

MAY 05 '98 13:35 BROAD AND CASSEL

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5/05/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS
FROM: BROAD AND CASSEL
CONTACT: HEATHER ELLIS
PHONE: (561)483-7000

EFFECTIVE DATE
4-28-98

FAX #: (850)922-4001

ACCT#: 076376001555

FAX #: (561)483-7321

NAME: BAINBRIDGE COMMUNITIES MANAGEMENT, INC.
AUDIT NUMBER.....H98000008532
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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F. GRESSER MAY 6 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAINBRIDGE COMMUNITIES MANAGEMENT, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

4-28-98

ARTICLE I

The name and initial address of this Corporation shall be: Bainbridge Communities Management, Inc., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road
Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
Fax Audit Number: H98000008532

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ARTICLE IV

This Corporation shall commence its existence immediately upon the execution of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414. The initial registered agent at that address is Richard A. Schechter.

ARTICLE VI

The Corporation shall have two (2) directors initially. The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

NAME	ADDRESS
Richard A. Schechter	2170 Polo Gardens Drive, Suite 204 Wellington, Florida 33414
Sheila Mead	2170 Polo Gardens Drive, Suite 204 Wellington, Florida 33414

ARTICLE VII

The name and address of the incorporator is: Richard A. Schechter, 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414.

ARTICLE VIII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so

Fax Audit Number: H98000008532 2

Fax Audit Number: H98000008532

interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

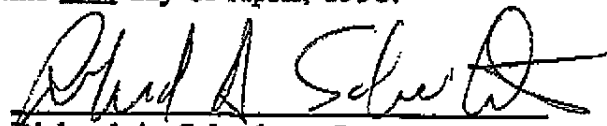
ARTICLE IX

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE X

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of April, 1998.


Richard A. Schechter, Incorporator

Fax Audit Number: H98000008532

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

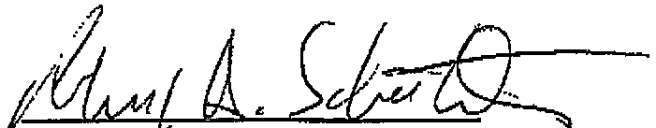
In compliance with the laws of the State of Florida, the following is submitted:

First - That BAINBRIDGE COMMUNITIES MANAGEMENT, INC., desiring to organize under the laws of the State of Florida, has designated 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414 as the place of business for the service of process within this state.

Second -- That the above corporation has named Richard A. Schechter as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 28th day of April, 1998.


Richard A. Schechter
Registered Agent

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TALLAHASSEE, FLORIDA

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