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CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

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BOARD CERTIFIED REAL ESTATE ATTORNEY

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February 24, 1997

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Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: BRADENTON TRAILER PARK HOME
OWNER'S ASSOCIATION, INC.

Dear Sir or Madam:

In connection with the above referenced matter we enclose the following items:

1. Original and one copy of the Articles of Incorporation.
2. Check in the sum of \$122.50.

We would appreciate your filing these Articles at your earliest convenience and returning a copy of the filed document to the above address. Should you have any questions or concerns, please do not hesitate to contact us.

Sincerely,

Kathleen A. Selvitella

Kathleen A. Selvitella, CLU
Legal Assistant to
William R. Korp

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Enclosures

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RESTATED
ARTICLES OF INCORPORATION
OF
BRADENTON TRAILER PARK HOME OWNER'S ASSOCIATION, INC.

The undersigned hereby certify and acknowledge that these amended and restated Articles of Incorporation for BRADENTON TRAILER PARK HOME OWNER'S ASSOCIATION, INC., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts") and originally filed with the Secretary of State on May 4, 1983 have been duly adopted by the Board of Directors this 19th day of February, 1997 without member approval nor is member approval required. Any amendments included herein have been adopted pursuant to Florida Statutes Sections 617.0201(4) and 723.078(5), and there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of these amendments and the omission of matters of historical interest.

ARTICLE 1. NAME

The name and address of the corporation shall be BRADENTON TROPICAL PALMS, INC., 2310 14th Street West, Bradenton, Florida 34205.

ARTICLE 2. DURATION

The date of commencement of corporation existence shall be the date the Articles were filed with the Department of State and the period of duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the Corporation is organized is to engage in, conduct and carry on the business of operation of a mobile home owners association pursuant to F.S. Chapter 723; the Corporation has the power to negotiate for, acquire, and operate the mobile home park on behalf of the mobile home owners; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all lawful business for which corporations may be incorporated under the Acts. In addition, the Corporation shall have all the powers specified in Section 617.021, Florida Statutes. Upon completing the purchase of the Mobile Home Village, it shall convert the same to a condominium, cooperative or other type of ownership; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such condominium, cooperative, or other type of resident-owned mobile home community. Additionally, the Corporation reserves the right to acquire additional lands; whereupon the Corporation shall have all the powers necessary and/or convenient for the operation and management of such property.

ARTICLE 4. MEMBERSHIP

Membership in this corporation shall be limited to lessees or a family member of a lessee of BRADENTON TROPICAL PALMS, INC. who have purchased membership certificates in the Corporation. Upon the transfer of a membership certificate, either voluntarily, or by operation of law, the transferee shall become a member of the Corporation if all the requirements for membership have been met.

ARTICLE 5. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 333 South Tamiami Trail, Suite 199, Venice, Florida 34285; and the name of the registered agent of the corporation at such address is William R. Korp.

ARTICLE 6. DIRECTORS

The Board of Directors shall consist of not less than three nor more than nine members who are elected at the annual members' meeting by a plurality of votes cast. The names and address of the persons who are currently serving as directors until their successors are elected and qualified, or until their earlier resignation, removal from office or death, are as follows:

<u>Name</u>	<u>Address</u>
GERALD PRASCHAK	2407 18th Street West Bradenton, Florida 34205
FRANK KILDUFF	2516 17th Street Lane West Bradenton, Florida 34205
LORETTA MACHIR	1404 24th Avenue Drive West Bradenton, Florida 34205
NANCY MORRIS	1402 24th Avenue Drive West Bradenton, Florida 34205

HOMER SMITH	1510 25th Avenue West Bradenton, Florida 34205
OBIE CLUBB	1502 25th Avenue West Bradenton, Florida 34205

ARTICLE 7. INCORPORATORS

The names and addresses of the original incorporators of the corporation are as follows:

<u>Name</u>	<u>Address</u>
PAUL WALTER	2205 17th Street Court West Bradenton, Florida 34205
HUBERT PITT	2710 16th Street Court West Bradenton, Florida 34205
MICKEY BRUCE	2405 17th Street Lane West Bradenton, Florida 34205
FLOYD PROCTOR	2205 17th Street Lane West Bradenton, Florida 34205
CHARLES ORR	2104 15th Street Court West Bradenton, Florida 34205

ARTICLE 8. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

8.1 Meetings of Members and Directors. Meeting of the members and directors of the Corporation may be held within the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the directors.

8.2 Bylaws. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the members, but the affirmative vote of two-thirds (2/3) of the members shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the Corporation which are consistent with the Acts and these Articles of Incorporation.

8.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the Corporation with any person, firm or corporation or no contract or other transaction in which the Corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors or officers is a director or officer of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of the corporation, executed these Restated Articles of Incorporation and certified to the truth of the fact herein stated this 19th day of FEBRUARY, 1997.


BRADENTON TROPICAL PALMS, INC.

By: 
GERALD PRASCHAK, President

By: 
LORETTA MACHIR, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 19th
day of FEBRUARY, 1997, by GERALD PRASCHAK and LORETTA
MACHIR, as President and Secretary respectively of BRADENTON
TROPICAL PALMS, INC., on behalf of said corporation and who
acknowledged before me that the execution thereof is their free act
and deed. They (notary choose one) are personally known to me
or have produced _____ as identification.



Notary Public



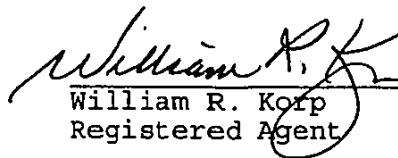
WILLIAM R. KORP
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES DEC. 18, 2000
COMMISSION No. CC 607653

Print Name of Notary Public
and affix seal

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above
Articles. Simultaneously, I hereby accept the appointment as
Registered Agent.



William R. Korp
Registered Agent