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January 21, 2000

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
The Capitol
P. O. Box 6327
Tallahassee, FL 32314

300003108993-8
-01/24/00--01137--002
****155.00 ****155.00

Re: Mary Ann Apartments, L.L.C.

Gentlemen:

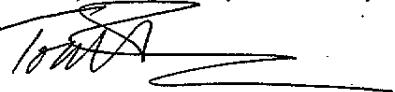
Enclosed is the original and one signed copy of the Articles of Organization of the above limited liability company. We have also enclosed a check in the amount of \$153.00 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Organization to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

TEW, ZINOBER, BARNES, ZIMMET & UNICE, L.L.P.



Tony J. Tuntasit

TJT/lbs
Enclosures

FILED
000 JAN 21 11 40 AM '00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION FOR
MARY ANN APARTMENTS, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Mary Ann Apartments, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

11216 Windrush Circle
Hudson, FL 34668

ARTICLE III - Registered Agent, Registered Office & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Donna J. Feldman, Esquire
Tew, Zinober, Barnes, Zimmet & Unice
2655 McCormick Drive
Clearwater, FL 33759

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature

ARTICLE IV- Duration:

The Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the Operating Agreement adopted by the members.

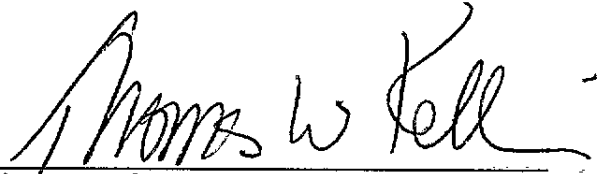
ARTICLE V - Management

The Limited Liability Company is to be managed by one or more members and is, therefore, a member - managed company, and the address of the managing members are:

FILED
00 JAN 24 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas W. Kellin
11216 Windrush Circle
Hudson, FL 34668

Diane Joy Kellin
11216 Windrush Circle
Hudson, FL 34668



Signature of a member or an authorized
representative of a member

(In accordance with section 608.408(3),
Florida Statutes, the execution of this
document constitutes an affirmation under
the penalties of perjury that the facts stated
herein are true.)

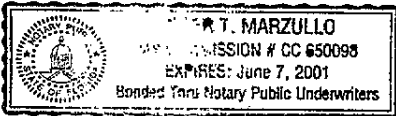
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JAN 24 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thomas W. Kellin
Typed or Printed Name of Signer

STATE OF FLORIDA

COUNTY OF Hernando

The foregoing instrument was acknowledged before me this 13th day of December, 1999
by Thomas W. Kellin. He is personally known to me or has produced
(type of identification) as identification.



Signature of Person Taking Acknowledgment
PETER T. MARZULLO

Name of Acknowledger Typed, Printed or Stamped

Notary Public, State of Florida

CC650098
Notarial Serial Number

(NOTARY SEAL)