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LAW OFFICE OF  
JONATHAN JAMES DAMONTE, CHARTERED  
ATTORNEYS AT LAW

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JONATHAN JAMES DAMONTE  

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
REAL ESTATE  
MOBILE HOME PARKS  
COMMUNITY ASSOCIATIONS  
CONDOMINIUMS • COOPS • HOAS  
CORPORATIONS • PROBATE

September 15, 2004

Florida Department of Corporations  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madam:


Enclosed for filing please find an original and a copy of the Articles of Organization and Certificate of Designation of Registered Agent and Registered Office for Sterling MHP, LLC, and a check in the amount of \$130.00 each as payment for:

- \$100.00 for the filing fee for the Articles of Organization;
- \$ 25.00 for the filing fee for the Designation of Registered Agent and Registered Office;
- \$ 5.00 for a certificate of status

Please file stamp the copy of the Articles of Organization and Certificate of Designation and return it to us as soon as it has been filed. If you have any questions, please call.

Thank you for your assistance in this matter.

Sincerely,  
JONATHAN JAMES DAMONTE, CHARTERED

  
Ufemia U. Zimmer  
Paralegal

enclosure(s)

**ARTICLES OF ORGANIZATION  
OF  
STERLING MHP, LLC**  
a Florida limited liability company

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company (the "*Company*"), pursuant to and by virtue of the Florida Limited-Liability Company Act (Chapter 608 of the Florida Statutes) (the "*Act*"), hereby adopts the following articles of organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company is: **Sterling MHP, LLC**

**ARTICLE II - ADDRESS**

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

**Sterling MHP, LLC  
12110 Seminole Blvd.  
Largo, FL 33778**

**ARTICLE III - RESIDENT AGENT AND REGISTERED OFFICE**

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

**Jonathan James Damonte, Chartered  
12110 Seminole Blvd.  
Largo, Florida 33778**

**ARTICLE IV - MANAGING MEMBERS**

The name and address of the initial Managing Members are as follows:

**Stephen E. McConihay  
12110 Seminole Blvd.  
Largo, FL 33778**

**ARTICLE V - PURPOSE**

The Company's business and purpose shall consist solely of the acquisition, ownership, operation and management of the real estate project known as **Sterling Mobile Home Park** located at **50 River Triangle, Lakeland, Florida** (the "*Property*") and such activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE VI - POWERS AND DUTIES**

Notwithstanding any other provisions of these Articles and so long as any obligations secured by the Mortgage (as defined below) remain outstanding and not discharged in full, without the consent of all members, the Managing Member shall have no authority to:

A. borrow money or incur indebtedness on behalf of the Company other than normal trade accounts payable and lease obligations in the normal course of business, or grant consensual liens on the Company's property, except, however, that the Managing Member is hereby authorized to secure purchase money financing of the Property for the Company, to execute a promissory note on behalf of the Company in an amount not to exceed the purchase price of the Property (the "Note"), and to grant a mortgage, lien or liens on the Company's Property to secure the Loan (the "Mortgage");

B. dissolve or liquidate the Company;

C. sell or lease, or otherwise dispose of all or substantially all of the assets of the Company;

D. file a voluntary petition or otherwise initiate proceedings to have the Company adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Company, or file a petition seeking or consenting to reorganization or relief of the Company as debtor under any applicable federal or state law relating to bankruptcy, insolvency, or other relief for debtors with respect to the Company; or seek or consent to the appointment of any trustee, receiver, conservator, assignee, sequestrator, custodian, liquidator (or other similar official) of the Company or of all or any substantial part of the properties and assets of the Company, or make any general assignment for the benefit of creditors of the Company, or admit in writing the inability of the Company to pay its debts generally as they become due or declare or effect a moratorium on the Company debt or take any action in furtherance of any action;

E. amend, modify or alter Articles V, VI, VII, VIII, or IX of these Articles; or

F. merge or consolidate with any other entity.

Notwithstanding the foregoing and so long as any obligation secured by the Mortgage remains outstanding and not discharged in full, the Managing Member shall have no authority to take any action in items (B) through (F) without the prior written consent of the holder of the Mortgage.

ARTICLE VII - TITLE TO COMPANY PROPERTY

All property owned by the Company shall be owned by the Company as an entity and, insofar as permitted by applicable law, no Member shall have any ownership interest in any Company property in its individual name or right, and each Member's Membership Interest shall be personal property for all purposes.

ARTICLE VIII - SEPARATENESS/OPERATIONS MATTERS

The Company shall:

- (i) maintain books and records and bank accounts separate from those of any other person;
- (ii) maintain its assets in such a manner that it is not costly or difficult to segregate, identify or ascertain such assets;
- (iii) hold regular meetings, as appropriate, to conduct the business of the Company, and observe all customary organizational and operational formalities;
- (iv) hold itself out to creditors and the public as a legal entity separate and distinct from any other entity;

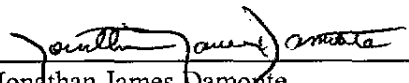
- (v) prepare separate tax returns and financial statements, or if part of a consolidated group, then it will be shown as a separate member of such group;
- (vi) allocate and charge fairly and reasonably any common employee or overhead shared with affiliates;
- (vii) transact all business with affiliates on an arm's-length basis and pursuant to enforceable agreements;
- (viii) conduct business in its own name, and use separate stationery, invoices and checks;
- (ix) not commingle its assets or funds with those of any other person; and
- (x) not assume, guarantee or pay the debts or obligations of any other person.

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ARTICLE IX - EFFECT OF BANKRUPTCY, DEATH OR INCOMPETENCY OF A MEMBER.

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetency of a Member shall not cause the termination or dissolution of the Company and the business of the Company shall continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member shall have all the rights of such Member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Company Interest shall be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member. The foregoing shall apply to the extent permitted by applicable law.

In Witness Whereof, I have executed these articles of organization this 14th day of September, 2004.

  
 \_\_\_\_\_  
 Jonathan James Damonte  
 as authorized representative of the Members

In accordance with §608.408(3), Fla. Stat., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

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Pursuant to the provisions of §608.415 or §608.507, Fla. Stat., the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- 1. The name of the limited liability company is: **Sterling MHP, LLC**
- 2. The name and the Florida address of the registered agent are: **Jonathan James Damonte, Chartered  
12110 Seminole Blvd.  
Largo, FL 33778**

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.

Jonathan James Damonte, Chartered  
Registered Agent

By:   
Jonathan James Damonte, President