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FLORIDA LIMITED LIABILITY CO.
MBPI III, LLC

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J. BRYAN

AUG 26 2011

EXAMINER

**ARTICLES OF ORGANIZATION
OF
MHPI III, LLC**

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The undersigned, acting as organizer of this limited liability company pursuant to Chapter 608 of the Florida Statutes, hereby forms a limited liability company under the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF COMPANY

The name of the limited liability company is MHPI III, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Company is 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The mailing address of the Company is P. O. Box 457, Cedaredge, Colorado 81413.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The street address of the initial registered office of the Company in the State of Florida is 800 N. Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The name of the registered agent of the Company at that address is Dean Mead Services, LLC.

ARTICLE IV - MANAGEMENT

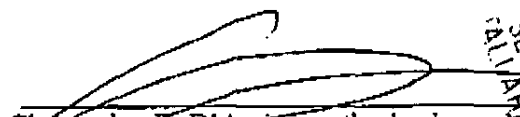
The Company is to be a manager-managed company. The name and address of the initial manager of the Company are MHP Portfolio, LLC, P. O. Box 560219 Orlando, Florida 32856.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Organization, and the beginning of the existence of the Company, shall be the date of filing of these Articles of Organization with the Florida Department of State.

The undersigned authorized member-representative has made and subscribed these Articles of Organization this 25 day of August, 2011.

Under penalties of perjury I declare that I have read the foregoing and know the contents hereof and that the facts stated herein are true and correct.


Christopher R. D'Amico, authorized member-representative

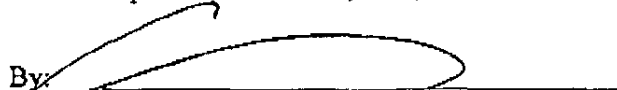
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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above referenced limited liability company, at the place designated in the foregoing Articles of Organization, I hereby accept such appointment and agree to act in such capacity. I further agree to comply with the provisions of all statutes relevant to the proper and complete performance of the duties of a registered agent, and I am familiar with, and accept the duties and obligations of, Section 608.415 of the Florida Statutes.

DEAN MEAD SERVICES, LLC

By: Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A., sole member

By: 
Christopher R. D'Amico, Vice President

Date: August 25, 2011