

CAPITAL CONNECTION, INC.

417 J. Virginia St., Suite 1, Tallahassee, FL 32309, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RA must sign

496-13724

F. CHESSEY JUL 3 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/2		
TIME	9:30		CK No. _____
BY	DD		

WALK-IN
 Will Pick Up _____

RE: Sundance MHP LC No 52813

L96000000715

	C.C. FEE.	DISBURSED
Capital Express <i>C.C.</i>		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. _____ Copies <i>800001839948</i>		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

196 JUL -3 PM 12:38

800001839948
-07/10/96-01078-022
*****285.00 ****285.00*

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 2, 1996

CAP CONN

TALL, FL 32301

SUBJECT: SUNDANCE MHP, L.C.
Ref. Number: W96000013924

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TALLAHASSEE, FLORIDA

We have received your document for SUNDANCE MHP, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 996A00032556

96 JUL -3 PM 9:28
DIVISION OF CORPORATIONS
RECEIVED
Freida

**ARTICLES OF ORGANIZATION
OF**

SUNDANCE MHP, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be: Sundance MHP, L.C. (the "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of
the principal office of the company shall be: Sundance MHP, L.C.
7027 W. Broward Blvd.
Plantation, FL 33322

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered
agent of the company in the State of Florida is: Jonathan James Damonte
7800 - 113th St. N., Ste. 206
Seminole, FL 34642

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in the attached Exhibit "A."

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

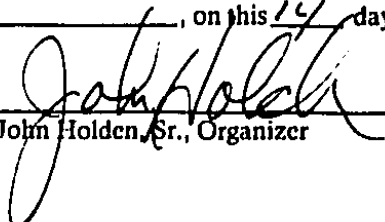
ARTICLE IX -- MANAGEMENT

The company shall be managed by one or more managers in accordance with regulations adopted by the managers for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The power to alter, amend, or revoke the regulations shall be vested in the managers. The name and address of the initial managers of the company are:

John Holden, Sr.
30 Susan Ct.
Elmwood, NJ 07407

John Holden, Jr.
30 Susan Ct.
Elmwood, NJ 07407

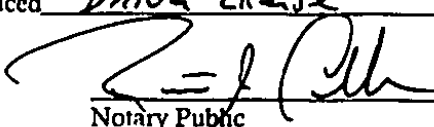
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Elmwood, New Jersey, on this 14 day of June, 1996.


John Holden, Sr., Organizer

STATE OF N.J.

COUNTY OF Bergen

Sworn to (or affirmed) and subscribed before me this 17 day of June, 1996, by John Holden, Sr., who is personally known to me, or who produced Driver License as identification.


Notary Public

(SEAL)

ROBERT J. CASSELLA

Print, Type, ~~Notary Public~~ NOTARY PUBLIC OF NEW JERSEY
Commission Expires JULY 11, 1998
Commissioner's Name Notary Public



DESIGNATION OF REGISTERED AGENT

State of New Jersey

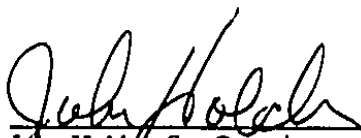
County of Bergen

Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

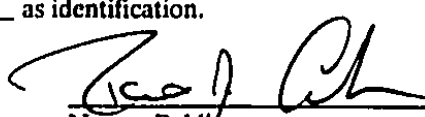
The name of the limited liability company is: Sundance MHP, L.C.

The name of the registered agent is: Jonathan James Damonte
and the street address of the agent is: 7800 - 113th St. N., Ste. 206
Seminole, FL 34642

Dated this 14 day of June, 1996.


John Holden, Sr., Organizer

The foregoing instrument was acknowledged before me this 14 day of June, 1996, by John Holden, Sr., on behalf of Sundance MHP, L.C., a limited liability company. He is personally known to me or has produced Driver License as identification.


Notary Public
My commission expires ROBERT CASSELLA
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES JULY 11, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Sundance MHP, L.C., deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$1,000,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto, if any.
4. The total amount of cash or property anticipated to be contributed by members is \$1,000,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NAUGHT.

Dated: 6/14, 1996.

John Holden, Sr.
John Holden, Sr.

STATE OF N.J.
COUNTY OF Bergen

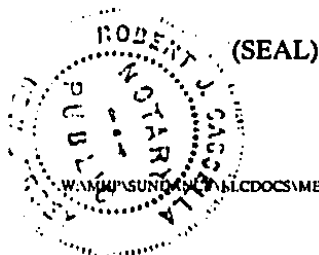
Sworn to and subscribed before me this 14 day of June, 1996, by John Holden, Sr., who is personally known to me, or who has produced _____ as identification.

Robert J. Cassella
Notary Public

ROBERT J. CASSELLA
NOTARY PUBLIC OF NEW JERSEY

Print, Type, or Stamp

Commissioned Name of Notary Public



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Sundance MHP, L.C.

EXHIBIT "A"

<u>Member</u>	<u>Percentage of Ownership</u>	<u>Capital Contribution</u>
John Holden, Sr. & Mary Ann Holden	15%	\$ 60,000
John Holden, Jr. & Nancy Holden	15%	\$165,882.32
Daniel Holden & Donna Holden	10%	\$110,588.24
Peter Holden	5%	\$ 55,294.12
Isaac Holden, Sr.	5%	\$ 55,294.12
William Reid & Mary Beth Reid	10%	\$ 110,588.24
Frank Keith, Sr. & Madeline R. Keith	10%	\$ 110,588.24
Frank Keith, Jr. & Sarah Keith	10%	\$ 110,588.24
Alexander Keith & Mary Ann Keith	10%	\$ 110,588.24
George Keith & Jessie Keith	10%	\$ 110,588.24
	-----	-----
	100%	\$1,000,000.00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of Sundance MHP, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

Dated: July 2, 1996.

Jonathan James Damonte
Jonathan James Damonte
Registered Agent

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96 JUL -3 PM 12:38
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of July, 1996, by Jonathan James Damonte, who is personally known to me or ☐ has/have produced who is personally known to me as identification.

Ruth Suzanne Smith
Notary Public

