

Oct. 22. 1997

14271 TRIPP, SCOTT, CONKLIN

No. 9353

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FAX #: (850)922-4000

FROM: TRIPP, SCOTT, CONKLIN & SMITH

ACCT#: 075350000065

CONTACT: MIKE GIEHL

PHONE: (954)525-7500

FAX #: (954)761-8475

NAME: LAZYLAND MOBILE HOME PARK, LTD.

AUDIT NUMBER.....H97000017607

DOC TYPE.....FLORIDA LIMITED PARTNERSHIP

CERT. OF STATUS..0 PAGES..... 3

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**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
LAZYLAND MOBILE HOME PARK, LTD.**

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Florida, does hereby execute and file with the Secretary of State of Florida this Certificate of Limited Partnership, as follows:

1. The name of the limited partnership ("Partnership") is: Lazyland Mobile Home Park, Ltd.

2. The address of the office in Florida at which will be kept the records of the Partnership required to be maintained by Section 620.105 of the Florida Revised Uniform Limited Partnership Act (1986) (the "Act") is: 4111 S.W. 25th Street, Fort Lauderdale, Florida 33317.

3. The name and address of the agent for service of process required to be maintained by Section 620.105(2) of the Act is: Drake Batchelder of Tripp, Scott, Conklin & Smith, 110 S.E. 6th Street, 15th Floor, Fort Lauderdale, Florida 33301.

4. The name and business address of the General Partner of the Partnership is as follows:

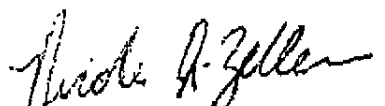
M & M Associates, Inc. 997-90234  
4111 S.W. 25th Street  
Fort Lauderdale, Florida 33317

5. A mailing address for the Partnership is as follows:


4111 S.W. 25th Street  
Fort Lauderdale, Florida 33317

6. The latest date upon which the Partnership is to dissolve is on December 31, 2000, unless otherwise continued in accordance with the terms of an Amendment to this Certificate of Limited Partnership.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal to this Certificate this 20<sup>th</sup> day of October, 1997.

  
NICOLE A. ZELLER  
NOTARY PUBLIC, State of New York  
No. 01255078620  
Qualified in Westchester County  
Commission Expires May 21, 1999

GENERAL PARTNER:

  
Deanna F. Miller, President  
M & M Associates, Inc.

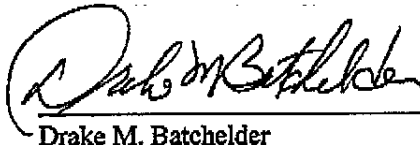
H97000017607

Prepared by: Drake M. Batchelder, Esq.  
Bar No: 117273  
Tripp, Scott, Conklin & Smith  
110 SE 6th Street, 15th Floor  
Fort Lauderdale, FL 33301, (954) 525-7500

H97000017607

**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

THE UNDERSIGNED, named as the agent for service of process in paragraph three of the Certificate of Limited Partnership of Lazyland Mobile Home Park, Ltd., hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Revised Uniform Limited Partnership Act (1986).

  
Drake M. Batchelder

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**AFFIDAVIT DECLARING AMOUNT OF  
CAPITAL CONTRIBUTIONS OF LIMITED PARTNERS OF  
LAZYLAND MOBILE HOME PARK, LTD.**

BEFORE ME, the undersigned President of the sole General Partner of Lazyland Mobile Home Park, Ltd., a Florida limited partnership ("Partnership"), certify as follows:

The limited partners' contributions to the Partnership total \$990.00 at this time and it is anticipated that future contributions of limited partners is \$0.00.

It is the intention of the Partnership that this Affidavit be filed with the Secretary of State of the State of Florida, along with the Certificate of Limited Partnership.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

*Deanna F. Miller*

Deanna F. Miller, President  
M & M Associates, Inc., General Partner

STATE OF New York  
COUNTY OF Westchester

The foregoing instrument was acknowledged before me this 20 day of October, 1997 by Deanna F. Miller, who is personally known to me or who has produced Drivers License as identification.

*Nicole A. Zeller*

Notary Public  
My Commission Expires: 1999

NICOLE A. ZELLER  
NOTARY PUBLIC, State of New York  
No. 012E6078520  
Qualified in Westchester County  
Commission Expires May 27, 1999

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