

L000000008414

Attorney at Law

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Orlando, FL 32801

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June 27, 2000

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

7000002319737-0
-07/11/00-01051-002
***125.00 ***125.00

Re: Keystone Partners, L.L.C.

Dear Sir:

L-8414

Please find enclosed the original and one copy of the Articles of Organization, Affidavit of Membership and Capital Contribution, and Certificate of Designation of Registered Agent / Registered Office for filing with the Secretary of State regarding the above referenced limited liability company. Also enclosed is a check in the amount of \$125.00, representing the following fees:

- | | |
|--|----------|
| 1. Filing Fee for Articles of Organization and Affidavit | \$100.00 |
| 2. Designation of Registered Agent | 25.00 |

Once the enclosed documents have been duly filed, please return a letter of acknowledgement to my attention.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact our office.

Very truly yours,



Thomas P. Page

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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TPP/dms
Enclosures

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ARTICLES OF ORGANIZATION

OF

KEYSTONE PARTNERS, L.L.C.

The undersigned, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for KEYSTONE PARTNERS, L.L.C. (the "Company")

ARTICLE ONE

The name of the Company is KEYSTONE PARTNERS, L.L.C.

ARTICLE TWO

The mailing address and street address of the principal office of the Company is 357 N. Spaulding Cove, Heathrow, FL 32746.

ARTICLE THREE

The period of duration of the Company is perpetual.

ARTICLE FOUR

The purpose for which this Company is organized is to render professional real estate management services.

ARTICLE FIVE

The address of the Company's initial registered office in the State of Florida is 357 N. Spaulding Cove, Heathrow, Florida 32746.

ARTICLE SIX

The Company will not have a manager. The name and address of the initial members are as follows:

George Michael Broschart
1360 Magnolia Avenue
Winter Park, FL 32789

Anthony B. Greenfield
357 N. Spaulding Cove
Heathrow, FL 32746

Michael Brady Lessard
1109 Magnolia Avenue
Sanford, FL 32771

Frank L. Page
5010 Winwood Way
Orlando, FL 32819

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CLERK OF STATE
TALLAHASSEE FLORIDA

L. Fred Conley
8620 S.E. 12th Court
Ocala, FL 34480

John A. Baranzano
113 E. Bonefish Circle
Jupiter, FL 33477

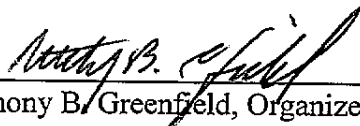
Joseph F. Baranzano
53 Darby Rd.
Paoli, PA 19301

ARTICLE SEVEN

The name and address of the organizer is:

Anthony B. Greenfield
357 N. Spaulding Cove
Heathrow, FL 32746

IN WITNESS WHEREOF, these Articles of Organization have been executed on
this 27 day of June 2000 by the undersigned.



Anthony B. Greenfield, Organizer

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TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

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

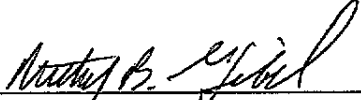
1. The name of the Limited Liability Company is:

KEYSTONE PARTNERS, L.L.C.

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

Anthony B. Greenfield
357 N. Spaulding Cove
Heathrow, Florida 32746

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.



Anthony B. Greenfield, Registered Agent

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