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MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

September 26, 2002

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-09/27/02--01068--001
****150.00 ****150.00

RE: COASTAL OAKS MOBILE HOME PARK, LLC

Dear Sir/Madam:

BK

Enclosed please find the original of the ARTICLES OF ORGANIZATION and CERTIFICATE OF CONVERSION for the above company. Please file the original Articles and Certificate.

Also enclosed is our check for \$150.00 representing payment of the following items:

Filing fee	\$100.00
Registered Agent Designation	\$ 25.00
Certificate of Conversion	\$ 25.00

Thank you, and please contact the undersigned with any questions.

Very truly yours,

Shell Fleming Davis & Menge

Charles L. Hoffman, Jr.

2875

CLH,Jr.:jb
Enclosures
H4165.00002

02 SEP 27 AM 10:29
FILED
10/1/02
DELECTIVE DATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION TO A LIMITED LIABILITY COMPANY
FOR
DAVID and BRENDA CLEVINGER d/b/a COASTAL OAKS MOBILE HOME
PARK**

TO

COASTAL OAKS MOBILE HOME PARK, LLC

The undersigned, for the purpose of converting David and Brenda Clevenger d/b/a Coastal Oaks Mobile Home Park ("Proprietorship") into COASTAL OAKS MOBILE HOME PARK, LLC, a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 ("Limited Liability Company"), and pursuant to Section 608.439 hereby make, acknowledge, and file the following Certificate of Conversion to a Limited Liability Company.

Article I: Date and Jurisdiction of Other Entity

The Proprietorship is an unincorporated proprietorship that was formed on April 6, 1999, and has at all times been operated under the name David and Brenda Clevenger d/b/a Coastal Oaks Mobile Home Park.

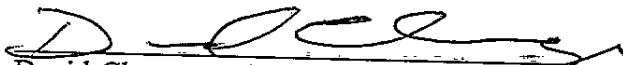
Article II: Name of Limited Liability Company

The name of the limited liability company as set forth in the Articles of Organization accompanying this Certificate of Conversion is COASTAL OAKS MOBILE HOME PARK, LLC

Article III: Effective Date

This Certificate of Conversion to a Limited Liability Company is to be effective on October 1, 2002.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Conversion to a Limited Liability Company at Pensacola, Florida, on this 26 day of September, 2002.


David Clevenger d/b/a Coastal Oaks Mobile
Home Park

02 SEP 27 AM 10:29
FILED
STATE
TALLAHASSEE, FLORIDA
10/1/02
EFFECTIVE DATE

Brenda Clevenger
Brenda Clevenger d/b/a Coastal Oaks
Mobile Home Park.

FILED

SEP 27 AM 10:29

NOTARY PUBLIC-STATE OF FLORIDA

RECEIVED DATE: 10/1/02

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared David and Brenda Clevenger d/b/a Coastal Oaks Mobile Home Park known to me and known by me to be the persons who executed the foregoing Certificate of Conversion to a Limited Liability Company and they acknowledged before me that they executed this Certificate of Conversion to a Limited Liability Company. They are personally known to me.

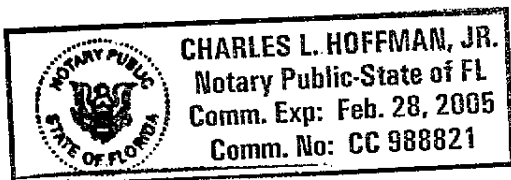
IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this 26 day of September, 2002.

[Signature]

NOTARY PUBLIC-STATE OF FLORIDA

Name:

My Commission Expires: 2/28/05



ARTICLES OF ORGANIZATION

OF

COASTAL OAKS MOBILE HOME PARK, LLC

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

ARTICLE I

NAME

The name of the limited liability company shall be **COASTAL OAKS MOBILE HOME PARK, LLC**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the company shall be:

4552 Sabine Drive
Gulf Breeze, Florida 32563

ARTICLE III

REGISTERED AGENT

The name and address of the registered agent of the company in the State of Florida is:

Brenda F. Clevenger
4552 Sabine Drive
Gulf Breeze, Florida 32563

ARTICLE IV

MANAGEMENT

EFFECTIVE DATE
10/1/02
FILED
02 SEP 27 AM 10:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The company shall be managed by the member or members in accordance with regulations adopted by the member or members 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.

ARTICLE V

EFFECTIVE DATE

These Articles of Organization shall become effective on October 1, 2002.

IN WITNESS WHEREOF, the undersigned Organizer has made and subscribed these Articles of Organization at Pensacola, Florida, on this 26th day of September, 2002.

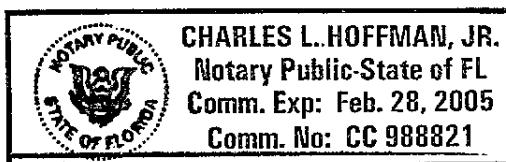

BRENDA F. CLEVINGER, Member


STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared BRENDA F. CLEVINGER, a member of COASTAL OAKS MOBILE HOME PARK, LLC, known to me and known by me to be the person who executed the foregoing Articles of Organization and she acknowledged before me that she executed those Articles of Organization. She is personally known to me.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal on this 26th day of September, 2002.




Charles L. Hoffman, Jr.
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NUMBER: 606514
EXPIRATION DATE: 02/28/05

FILED
02 SEP 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
10/1/02

STATE OF FLORIDA

COUNTY OF ESCAMBIA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of COASTAL OAKS MOBILE HOME PARK, LLC, 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 agree 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 her duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated this 26th day of September, 2002.


BRENDA F. CLEVINGER

EFFECTIVE DATE
10/1/02
FILED
02 SEP 27 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA