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REFERENCE: 456587 . 7133468

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: February 24, 2004

ORDER TIME : 10:55 AM

ORDER NO. : 456587-005

CUSTOMER NO: 7133468

CUSTOMER: Mr. Jeffrey Koltun

Kane And Koltun

Suite 100

557 N. Wymore Road Maitland, FL 32751

DOMESTIC FILING

NAME:

RIVER OAKS RV PARK, LLC

EFFECTIVE DATE:

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

XX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION RIVER OAKS RV PARK, LLC

a to the state of The undersigned authorized representative, acting pursuant to Chapter 608, Flo Statutes, hereby form a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

ARTICLE I - NAME OF THE LIMITED LIABILITY COMPANY

The name of the Limited Liability Company is River Oaks RV Park, LLC.

ARTICLE II - PERIOD OF DURATION: EFFECTIVE DATE

The Limited Liability Company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

ARTICLE III - MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY

The mailing address of the Limited Liability Company is 201 Stephens Road, Ruskin, Florida 33570, and the street address of the principal office of the Limited Liability Company is 201 Stephens Road, Ruskin, Florida 33570.

ARTICLE IV - NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent of the Limited Liability Company is Andrew L. Reiff. The street address of the initial registered agent is 135 West Central Boulevard, SouthTrust 7th Floor, Suite 730, Orlando, Florida 32801.

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 as provided for in Chapter 608, *Florida Statutes*.

Andrew L. Reiff

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE VI - PURPOSE

The purpose of this limited liability company is to acquire, own, maintain, operate, rent, sell or otherwise transfer or dispose of or lease that certain recreational vehicle community known as River Oaks RV Park, located at 201 Stephens Road, Ruskin, Florida 33570 (the "Property"), and to engage in activities and transactions which are necessary or advisable to accomplish the foregoing purposes. This limited liability company shall not engage in any other activity or business.

IN WITNESS WHEREOF, the authorized representative has executed these Articles of Organization this 207 day of February, 2004.