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From:

Account Name : HAILE, SHAW & PFAFFENBERGER, P.A.

Account Number : 076326003550

Phone : (561) 627-8100

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LIMITED LIABILITY COMPANY

ROUND TOP RV, LLC

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION**OF****ROUND TOP RV, LLC**

The undersigned authorized representative of a member, for the purpose of forming a limited liability company under the Florida Limited Liability Act, Florida Statutes Chapter 608 (the "Act"), hereby makes, acknowledges and files the following Articles of Organization:

ARTICLE I - NAME

The name of the limited liability company shall be ROUND TOP RV, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 7800 Persimmon Tree Lane, Suite 100, Bethesda, MD 20817.

ARTICLE III - REGISTERED AGENT

The name of the registered agent of the Company in the State of Florida is Diversified Investments Services, LLC, and its street and mailing address is 701 N. Hercules, Suite F, Clearwater, FL 33765.


ARTICLE IV - MANAGEMENT BY MANAGER

The Company is to be managed by Barry L. Haase, as Sole Manager and is, therefore, a manager managed limited liability company.

ARTICLE V - PURPOSES

The business and purpose of the Company shall consist solely of the acquisition of an undivided interest as a tenant-in-common in the ownership, operation and maintenance of that certain recreational vehicle park real estate project known as Round Top Campground, 180 Knight Road, Gettysburgh, Cumberland Township, Adams County, PA (the "Property"), the financing of its acquisition of the Property, and the negotiation, execution and performance of agreements with any other co-tenants having ownership interests in the Property.

IN WITNESS WHEREOF, the undersigned has made, subscribed and affirmed these Articles of Organization under the penalties of perjury as the duly authorized representative of a Member of the Company at North Palm Beach, Florida, this 4th day of October, 2004.


James H. Schnare II, as Authorized
Representative

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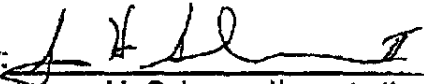
**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 of the Florida Statutes, the undersigned submits the following statement to accept the designation of registered office and agent in the State of Florida set forth in Article III of the foregoing Articles of Organization..

1. The name of the limited liability company is ROUND TOP RV, LLC.
2. The name of the registered agent in the State of Florida is Diversified Investments Services, LLC, a Delaware limited liability company qualified to do business in the State of Florida.
3. The address of the registered agent in the State of Florida is 701 N. Hercules, Suite F, Clearwater, FL 33765.

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid Limited Liability Company. We are familiar with, and accept the obligations of, Section 608.415 of the Florida Statutes.

DIVERSIFIED INVESTMENTS
SERVICES, LLC
A Delaware Limited Liability Company

By: 
James H. Schnare II, as Authorized
Representative of its Member

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