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Account Number : 119990000006 Phone : (407)425-7010 Fax Number : (407)425-2747

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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN LAKESIDE GARDENS MOBILE HOME PARK, LLC

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AMENDED & RESTATED

ARTICLES OF ORGANIZATION

OF

LAKESIDE GARDENS MOBILE HOME PARK, LLC

THESE AMENDED & RESTATED ARTICLES OF ORGANIZATION (the "Amended & Restated Articles") of LAKESIDE GARDENS MOBILE HOME PARK, LLC, a Florida limited liability company (the "Company"), are submitted in accordance with §608.411(4) of the Florida Limited Liability Company Act (the "Act") for purposes of amending and restating the Articles of Organization of the Company in their entirety. From and after the date of filing hereof, the Amended & Restated Articles shall be as set forth in Article SECOND below.

FIRST: The information required by §608.411(4) of the Act is as follows:

- (i) The limited liability company's present name is "LAKESIDE GARDENS MOBILE HOME PARK, LLC."
- (ii) The date of filing of the Articles of Organization of the Company was February 17, 2005.
- (iii) These Amended and Restated Articles will take effect at the time and date on which they are filed with the Florida Department of State.
- (iv) These Amended & Restated Articles have been duly executed and are being filed in accordance with §608.411 of the Act.

SECOND: The Amended & Restated Articles of the Company are as follows:

ARTICLE I NAME

The name of this limited liability company is "Lakeside Gardens Mobile Home Park, LLC" (the "Company").

ARTICLE II MAILING AND STREET ADDRESS

The street and mailing address of the principal office of the Company is as follows:

315 E. Robinson Street, Suite 600 Orlando, FL 32801

ARTICLE III COMMENCEMENT OF COMPANY'S EXISTENCE

In accordance with Section 605.0207, Florida Statutes, the Company's existence shall commence at the time and date on which these Articles of Organization are filed with the Florida Department of State.

ARTICLE IV MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager managed company. The name and mailing address of the initial manager of the Company is as follows:

GMF Group Fund I, LLC 315 E. Robinson Street, Suite 600 Orlando, FL 32801

ARTICLE V REGISTERED AGENT

The address of the initial Registered Office and the Registered Agent of the Company at such address are as follows:

ZKS Registered Agent Services, LLC 315 E. Robinson Street, Suite 600 Orlando, FL 32801

ARTICLE VI APPLICABLE LAW

The Company is created pursuant to Chapter 605, Florida Statutes, and shall be governed by the laws of the State of Florida.

Gabriel Monfried

Manager of Manager Entity

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ACCEPTANCE OF DESIGNATION

OF

REGISTERED AGENT

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Company:

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 of the Florida Statutes.

D. Scott Baker, Esquire for

ZKS Registered Agent Services, LLC