

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
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800-342-8006

L95000000146

csc networks

MAIL TO:
P.O. BOX 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 546074 132254A

AUTHORIZATION :

COST LIMIT : 9 PPD

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***285.00 ***285.00

ORDER DATE : February 22, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 546074

CUSTOMER NO: 132254A

CUSTOMER: Sue Thomas, Legal Asst
BRONSTEIN CARLSON GLEIM &
SMITH, P.A.
Suite 1100
150 Second Avenue, North
St. Petersburg, FL 33701

FILING 350
R. AGENT 35
C. COPY 285
TOTAL 285
N. BANK _____
BALANCE DUE _____
REFUND _____

DOMESTIC FILING

L95000000146

NAME: BRANDYWINE MHP INVESTORS, L.C.

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
XXXX PLAIN STAMPED COPY
XXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS:

RECEIVED
55 FEB 22 AM 11:15
DIVISION OF CORPORATIONS

FILED
95 FEB 22 PM 11:56
SECRETARY OF STATE
TALLAHASSEE, FL 32301

TD
2-22-95

ARTICLES OF ORGANIZATION
OF
BRANDYWINE MHP INVESTORS, L.C.

FILED
95 FEB 22 AM 11:58
SECRET
TALLAHASSEE, FLORIDA

The undersigned hereby certify that the members named herein have associated together for the purpose of becoming a Limited Liability Company under Florida Statutes Chapters 608, providing for the formation, rights, privileges, and immunities of limited liability companies for profit and the following Articles of Organization are hereby adopted.

ARTICLE I.
NAME

The name of the Limited Liability Company shall be BRANDYWINE MHP INVESTORS, L.C.

ARTICLE II.
DURATION; EFFECTIVE DATE

This Limited Liability Company shall exist for a period commencing as of the date on which these Articles of Organization are filed with the State of Florida Department of State and terminating on December 31, 2025.

ARTICLE III.
ADDRESS; PRINCIPAL OFFICE

The mailing address of the Limited Liability Company and the street address of the principal office Limited Liability Company is Routes #1 and #202, Chadds Ford Business Park, Chadds Ford, Pennsylvania 19317.

ARTICLE IV.
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Limited Liability Company is 150 Second Avenue North, 17th Floor, St. Petersburg, Florida 33701, and the name of its initial registered agent at such address is JOSEPH W. GAYNOR.

ARTICLE V.
PURPOSE

This Limited Liability Company may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE VI.
RESTRICTIONS ON MEMBERSHIP;
RIGHT TO ADMIT ADDITIONAL MEMBERS

Existing members shall have the right to admit new members by consent of members representing one hundred percent (100%) of the ownership interests in the Limited Liability Company. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company in accordance with the Regulations.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with written consent of members representing one hundred percent (100%) of the ownership interests in the Limited Liability Company and otherwise in accordance with the Regulations of this Limited Liability Company.

ARTICLE VII.
CONTINUATION

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

ARTICLE VIII.
MANAGEMENT

Management of the Limited Liability Company is reserved to its members and the names and addresses of the initial members are as follows:

Bruce E. Moore
Routes #1 and #202
Chadds Ford Business Park
Chadds Ford, PA 19317

Phillip C. Giovinco
Routes #1 and #202
Chadds Ford Business Park
Chadds Ford, PA 19317

ARTICLE IX.
REGULATIONS

The members of the Limited Liability Company shall have the power to adopt, alter, amend, or repeal Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company that are not inconsistent with applicable law or these Articles of Organization.

ARTICLE X.
AMENDMENT

These Articles of Organization may be amended by a vote of members representing one hundred percent (100%) of the ownership interests in the Limited Liability Company.

The undersigned, being all of the initial members of the Limited Liability Company, hereby certifies that the foregoing constitutes the Articles of Organization of BRANDYWINE MHP INVESTORS, L.C.

Executed by the undersigned on February 26, 1995.



BRUCE E. MOORE

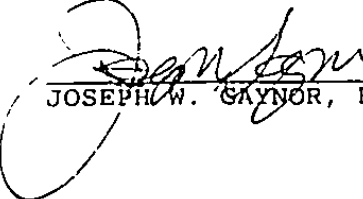


PHILLIP C. GIOVINCO

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 608.415, Florida Statutes, I agree to act in the capacity of Registered Agent for the above Limited Liability Company and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of Section 608.415, Florida Statutes.

DATED this 26 day of February, 1995.


JOSEPH W. GAYNOR, REGISTERED AGENT

AFFIDAVIT OF
LIMITED LIABILITY COMPANY
MEMBER CONTRIBUTIONS

FILED
95 FEB 22 AM 11:58
SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

The undersigned, one of the members of BRANDYWINE MHP INVESTORS, L.C., a Florida Limited Company (the "Limited Liability Company"), states and certifies as follows:

1. The Limited Liability Company has at least two members who are identified in Article VIII of the Articles of Organization dated February 20, 1995.

2. The amount of cash capital contributions to the Limited Liability Company made by the members, in the aggregate, is \$ 200.00.

3. As of the date of this Affidavit, no property other than cash has been contributed by the members.

4. It is not anticipated that additional cash or additional property will be contributed by the members.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

DATED this 20 day of February, 1995.



BRUCE E. MOORE, Member