

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-224-9171

904-224-9172

800-342-8086

L96000000156



ACCOUNT NO. : 072100000032

REFERENCE : 036070 4380196

AUTHORIZATION : *Patricia P.*

COST LIMIT : \$ ~~87.50~~

FILED
96 FEB - 7 PM 3:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : February 7, 1996

ORDER TIME : 11:29 AM

ORDER NO. : 036070

CUSTOMER NO: 4380196

CUSTOMER: Ms. Deborah Holstedt
Hearthstone Advisors
1500 Sansome Street

San Francisco, CA 94111

400001709424

415-
249-
1500

Per Deborah
Mgr. is Auth.
rep.

DOMESTIC AMENDMENT FILING

NAME: FLORIDA SHELF #7 GP, L.C.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

M. HENDRICKS FEB - 7 1996

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

RECEIVED
96 FEB - 7 PM 1:11
DIVISION OF CORPORATION

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
FLORIDA SHELF #7 GP, L.C.

FILED
96 FEB -7 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this company is FLORIDA SHELF #7 GP, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on February 5, 1996.
3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:


ARTICLE I - Name

The name of the Limited Liability Company is "**CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C.**"

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.
5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate of Amendment, this 6th day of January, 1996.

HEARTHSTONE ADVISORS, INC.,
a California corporation
Manager, Authorized Representative


Tracy T. Carver
Senior Vice President

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-1911 FAX

800-342-8086



19600000156

RECEIVED
96 FEB -5 PM 4:08
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 832414 . 4080196

AUTHORIZATION :

COST LIMIT : \$ 285.00

ORDER DATE : February 5, 1996

ORDER TIME : 10:31 AM

200001706932

ORDER NO. : 832414

CUSTOMER NO: 4380196

CUSTOMER: Ms. Deborah Holstedt
HEARTHSTONE ADVISORS

1500 Sansome Street

San Francisco, CA 94111

DOMESTIC FILING

NAME: FLORIDA SHELF #7 GP, L.C.

ARTICLES OF INCORPORATION
XX LIMITED LIABILITY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

T. BROWN FEB - 6 1996

FILED
96 FEB -5 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
FLORIDA SHELF #7 GP, L.C.

FILED
96 FEB -5 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is FLORIDA SHELF #7 GP, L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 7575 Dr. Philips Boulevard, Suite 230, Orlando, Florida 32819.

ARTICLE III - Duration

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Hearthstone Advisors, Inc.
16830 Ventura Boulevard
Suite 352
Encino, CA 91436

ARTICLE V - Admission of Additional Members

The right, if given of the remaining members to admit additional members and the terms and conditional of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

ARTICLE VI - Registered Agent and Office

The street address of the Company's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FLORIDA SHELF #7 GP, L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

CORPORATION SERVICE COMPANY,
Registered Agent

By:

Its:

David Shelby
Gail Shelby, As Agent

Dated:

2-5, 1996

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FLORIDA SHELF #7 GP, L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$ 200.00;
3. If any, the agreed value of property other than cash contributed by members is \$ -0-;
4. the total amount of cash of property anticipated to be contributed by members is \$ 200.00. This total includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)

FILED
96 FEB -5 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L96000000156

11 DAYS STREET
TALLAHASSEE, FL 32301
(904) 222-0393 FAX

RECEIVED

96 FEB 15 PM 12:06

DIVISION OF CORPORATION

FILED

96 FEB 15 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 040106 4300196

AUTHORIZATION :

Patricia P. Pitt

COST LIMIT : \$ 512.50

ORDER DATE : February 15, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 040106

CUSTOMER NO: 4300196

100001716091

CUSTOMER: Ms. Deborah Holstedt
Hearthstone Advisors
1500 Sansome Street

San Francisco, CA 94111

DOMESTIC AMENDMENT FILING

NAME: CYPRESS LAKE ESTATES-LOKEWORTH
GP, L.C.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 16 1996

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C.

FILED

96 FEB 15 AM 8:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the undersigned company adopts the following Certificate of Amendment to its Articles of Organization:

1. The name of this company is CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C. (hereinafter called the "Company").
2. The Articles of Organization of the Company were filed on February 5, 1996.
3. Article I of the Company's Articles of Organization is deleted and replaced by new Article I, as follows:

ARTICLE I - Name

The name of the Limited Liability Company is "**CYPRESS LAKE ESTATES-LAKE WORTH GP, L.C.**"

4. Except as hereby amended, the Articles of Organization of the Company shall remain the same.

5. The amendment made herein to the Articles of Organization of the Company was adopted by the unanimous consent of the members of the Company on the date of this Certificate of Amendment.

IN WITNESS WHEREOF, the undersigned Manager of the Company has executed this Certificate of Amendment, this 14th day of February, 1996.

HEARTHSTONE ADVISORS, INC.,
a California corporation
Manager, an authorized representative


Tracy T. Carver

Senior Vice President