1201 HAYS STREET TALLAU 14-2-24-9171 104-12-01-1 5000 156



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PRECENCIONES ACCOUNT NO. : 072100000032 REFERENCE : 836070 4380196 AUTHORIZATION : Patricio Principo Cost Limit : # 87.50	SECURIASSE FLUSION
ORDER DATE : February 7, 1996 \$ 52.50)
ORDER TIME : 11:29 AM	0001709424
ORDER NO. : 836070 40 CUSTOMER NO: 4380196	0007,02-15
	00091709424
NAME: FLORIDA SHELF #7 GP, L.C. XX ARTICLES OF AMENDMENT	RECEIVED 96 FEB -7 PH 1: 11 DIVISION OF CORPORATION
RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	ED 1:11
CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING N. HENDRICKS	FEB - 7 1996
CONTACT PERSON: JENNIFER MORAN	

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

FILED 96 FEB -7 PH 3: 00

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:

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

ARTICLE I - Name

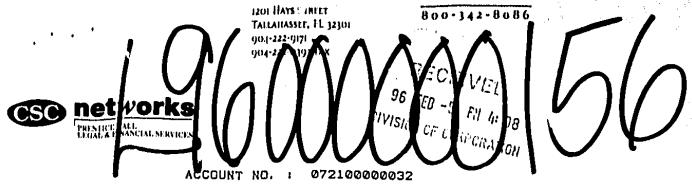
The name of the Limited Liability Company is "CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C."

- 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

Senior Vice President



REFERENCE :

Battero Topo 66

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:

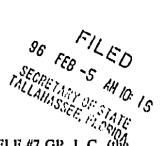
CERTIFIED COPY
PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

T. BROWN FEB - 6 1996

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



ARTICLE 1 - 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, bankruptey, 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:

Gail Shelby. As Agen

Dated:

<u>.2 - 5</u>, 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 each 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), Piorida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)



RECEIVED



96 FEB 15 PH 12: 06 DIVISION OF CORPORATION

ACCOUNT NO. : 078100000038

REFERENCE

848186

4380196

AUTHORIZATION

COST LIPCIT : \$ \$2,50

ORDER DATE # February 15, 1996

ORDER TIME : 10:49 AM

ORDER NO. : 848186

CUSTOMER NO:

4380196

100001716091

CUSTOPHER: Ms. Deborah Holstedt Hearthstone Advisors 1500 Sansome Street

San Francisco, CA 94111

DOMESTIC OMENDMENT FILING

NAME:

CYPRESS LAKE ESTATES-LOKEWORTH

GPy L.C.

XX ARTICLES OF AMENDMENT ____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___CERTIFIED COPY PLATH STAMPED COPY

CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB! 1 6 1996

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF

96 FEB 15 AN 8:37

CYPRESS LAKE ESTATES-LAKEWORTH GP, L.C.

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:

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

ARTICLE I - Name

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

- Except as hereby amended, the Articles of Organization of the Company shall remain the same.
- The amendment made herein to the Articles of Organization of the Company 5. 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

Senior Vice President