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J. D. WINGARD, JR.
(OF COUNSEL)

September 10, 1998

Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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****285.00 ****285.00

RE: SUN FUN RETIREMENT, L.L.C.

To whom it may concern:

Enclosed you will find the original and one (1) conformed copy of the Articles of Organization, along with the Affidavit of Membership and Contribution for the above referenced Florida Limited Liability Company, SUNFUN RETIREMENT, L.L.C. I have also enclosed a check in the amount \$ 285.00, made payable to Florida Department of State for the filing fees and designation of resident agent. Please forward the conformed copy of the Articles of Organization with the filing information to this office. If you are in need of additional information or have any questions feel free to contact me.

Sincerely yours,

Denise Morgan

Denise Morgan,
Paralegal for
H. Bart Fleet

/dm

Enclosures

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98 SEP 24 10:32 AM '98

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Name	<i>[Signature]</i>
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Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

ARTICLES OF ORGANIZATION
OF
SUN FUN & RETIREMENT, L.L.C.

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98 SEP 24 PM 3: 24

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

ARTICLE I - NAME

The name of this limited liability company is SUN FUN & RETIREMENT, L.L.C. (the "Company").

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be from the date of filing these Articles with the Department of State until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.

ARTICLE III - PURPOSE

The purpose for which the Company is organized is to hold real estate for rental purposes and to engage in any and all businesses and activities permitted by the laws of the State of Florida. The

Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

ARTICLE IV - ADDRESS OF INITIAL PRINCIPAL OFFICE OF COMPANY

The mailing address and street address of the initial principal office in Florida for the Company is 2359 Twin Bay View, Fort Walton Beach, FL 32547.

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ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial registered agent in Florida for the Company is H. Bart Fleet, 1201 Eglin Parkway, Shalimar, FL 32579.

ARTICLE VI - INITIAL CAPITAL CONTRIBUTIONS

The total amount of cash and a description of the agreed value of property other than cash initially contributed to the Company is \$ 150,000.00, in cash and no other property is being contributed to the Company at this time.

ARTICLE VII - ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all Members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the Members of the Company.

ARTICLE VIII - ADDITIONAL MEMBERS

An interest of a Member of the Company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of the Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee or assignee of the interest of such Member shall have no right to participate in the management of the business and affairs of the Company or to become a Member and in such case the transferee or assignee shall be entitled to receive only the share of profits or other compensation by way of income and the return of contributions to which the transferee Member would otherwise be entitled.

ARTICLE IX - CONTINUITY OF BUSINESS

Upon the 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 business of the Company shall not be continued and the Company shall be dissolved unless there is obtained within thirty (30) days thereafter the consent of all the remaining Members of the Company to a continuation thereof.

ARTICLE X - MANAGEMENT

The Company is to be managed by a operating manager or managers. The name and address of the initial operating manager who is to serve as the operating manager until the first Annual Meeting of Members or until such party's successor is duly elected and qualified is Gayle Blumberg, 2359 Twin Bay View, Fort Walton Beach, FL 32547.

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ARTICLE XI - INDIVIDUALS FORMING COMPANY

The names and addresses of the Members forming this Company are:

Mrs. Theodore Blumberg
2960 Outlook Court
Beavercreek, OH 45434

John G. Jones and wife, Stephanie Jones
917 Princeton Road
Terrace Park, OH 45174

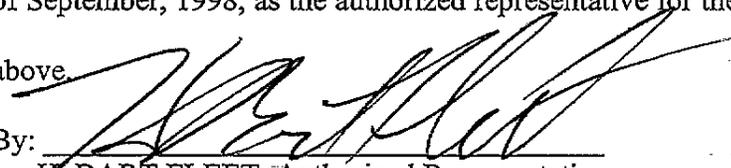
Christopher J. Wilson and wife, Betsy Wilson
6285 Vista Ridge
Maderia, OH 45227

Lawrence B. Blumberg and wife, Gayle Blumberg
2359 Twin Bay View
Fort Walton Beach, FL 32547

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and their authorized representative for purposes of executing these Articles of Organization and the attached Affidavit is H. Bart Fleet.

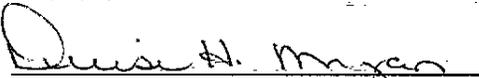
IN WITNESS WHEREOF, the undersigned has executed these Articles on the 22nd day of September, 1998, as the authorized representative for the Members of the Company identified above.

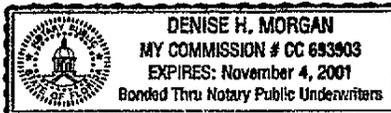
By: 
H. BART FLEET, Authorized Representative

STATE OF FLORIDA
COUNTY OF OKALOOSA

On this 22nd day of September, 1998, before me personally appeared H. Bart Fleet, the authorized representative of the Members of the Company, SUN FUN RETIREMENT, L.L.C., a Florida Limited Liability Company to be formed, to me personally known to be the person who executed the foregoing, and acknowledged before me that he executed the same for the purposes expressed therein.

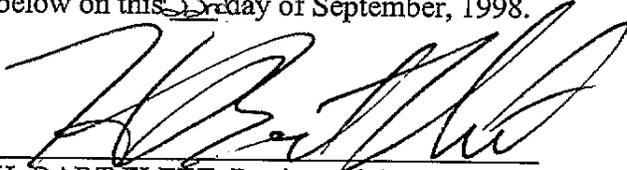
IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.


Notary Public



ACCEPTANCE OF REGISTERED AGENT

I, H. BART FLEET, hereby accept appointment as registered agent for the Limited Liability Company, SUN FUN & RETIREMENT, L.L.C., and do hereby confirm that I am familiar with the obligation of such position and do hereby acknowledge my acceptance with my signature below on this 20 day of September, 1998.



H. BART FLEET, Registered Agent

THIS INSTRUMENT PREPARED BY
H. Bart Fleet
1201 Eglin Parkway
Shalimar, FL 32579
(904) 651-9944

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AFFIDAVIT OF MEMBERSHIP AND
CONTRIBUTIONS OF SUN FUN & RETIREMENT, L.L.C.
(the "Company")

The undersigned, being the authorized representative of the Members of the Company,
deposes and says:

- 1) The Company has at least one Member;
- 2) The total amount of cash to be contributed by the Members to the Company is
\$ 150,000.00;
- 3) If any, the agreed value of property other than cash contributed by Members to the
Company is \$ - 0 -; and a description of the property is attached hereto and made a part hereto.
- 4) The total amount of other cash or property anticipated to be contributed by the Members to
the Company is \$ -0-.

Executed this 22nd day of September, 1998.



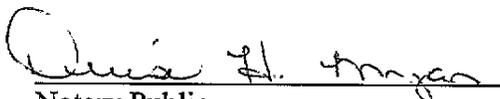
H. Bart Fleet
Authorized Representative

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DIVISION OF CORPORATIONS

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

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN TO AND SUBSCRIBED BEFORE me this 22nd day of September, 1998, by
H. Bart Fleet, who is personally known to me.



Notary Public
My commission expires:

