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ATTORNEYS' TITLE

Requestor's Name

Address

City/State/Zip

Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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☒ Walk in

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☒ Certificate of Status

NEW FILINGS

Profit

NonProfit

Limited Liability

Domestication

Other

AMENDMENTS

Amendment

Resignation of R.A., Officer/ Director

Change of Registered Agent

Dissolution/Withdrawal

Merger

OTHER FILINGS

Annual Report

Fictitious Name

Name Reservation

REGISTRATION/QUALIFICATION

Foreign

Limited Partnership

Reinstatement

Trademark

Other

Name Availability

Document Examiner

Updater

Updater Verifier

Acknowledgment

W. P. Verifier

Examiner's Initials

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**ARTICLES OF ORGANIZATION
OF
MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C.**

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The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, does hereby certify as follows:

**ARTICLE I
NAME**

The name of the limited liability company is MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 239 Easton Circle, Oviedo, Florida 32765.

**ARTICLE III
DURATION**

The period of duration of the Company will be from the date of the filing of these Articles of Organization until December 31, 2028.

**ARTICLE IV
MANAGEMENT**

The Company will be managed by the Manager. The initial Manager (the "Manager") of the Company will be

Jeffrey L. Kaplan

239 Easton Circle
Oviedo, Florida 32765

The Manager will serve as the Manager until the first annual meeting of Members or until his successor is elected and qualified.

**ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS**

Additional Members may be admitted to the Company upon the approval of all Members.

**ARTICLE VI
TERMINATION OF MEMBERSHIP
AND CONTINUANCE OF BUSINESS**

The Company will not be dissolved upon the retirement, resignation or expulsion of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

**ARTICLE VII
REGULATIONS AND OPERATING AGREEMENT**

The management and affairs of the Company will be conducted in accordance with the Operating Agreement of the Company adopted by the Members, as the same may from time to time be amended in accordance with the terms thereof.

**ARTICLE VIII
PURPOSE**

The Company's business and purpose will consist solely of the acquiring interests in real property located in the City of Orlando, Orange County, Florida, including, but not limited to, fee interest and mortgage interest, and such other activities as are necessary, incidental or appropriate in connection therewith.

**ARTICLE IX
TITLE TO COMPANY PROPERTY**

All property owned by the Company will be owned by the Company as an entity and, insofar as permitted by applicable law, no Member will have any ownership interest in any Company property in its individual name or right, and each Member's interest in the Company will be personal property for all purposes.

**ARTICLE X
EFFECT OF BANKRUPTCY,
DEATH OR INCOMPETENCE OF A MEMBER**

The bankruptcy, death, dissolution, liquidation, termination or adjudication of incompetence of a Member will not cause the termination or dissolution of the Company and the business of the Company will continue. Upon any such occurrence, the trustee, receiver, executor, administrator, committee, guardian or conservator of such Member will have all the rights of such member for the purpose of settling or managing its estate or property, subject to satisfying conditions precedent to the admission of such assignee as a substitute Member. The transfer by such trustee, receiver, executor, administrator, committee, guardian or conservator of any Units (as defined in the

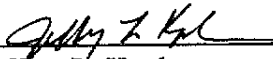
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Operating Agreement) will be subject to all of the restrictions, hereunder to which such transfer would have been subject if such transfer had been made by such bankrupt, deceased, dissolved, liquidated, terminated or incompetent Member.

**ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 239 Easton Circle, Oviedo, Florida 32765, and the name of the initial registered agent of the Company at that address is Jeffrey L. Kaplan.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of the 11th day of February, 1999.



Jeffrey L. Kaplan

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, *Florida Statutes*, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is: MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C.

2. The name and the Florida street address of the registered agent and office are:

Jeffrey L. Kaplan
239 Easton Circle
Oviedo, FL 32765

MORTGAGE ACQUISITION PARTNERS OF
ORANGE COUNTY, L.L.C.

By: Jeffrey L. Kaplan
Jeffrey L. Kaplan, Manager

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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.

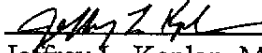
Jeffrey L. Kaplan
Jeffrey L. Kaplan

Date: February 11, 1999

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Manager of MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C., deposes and says:

1. MORTGAGE ACQUISITION PARTNERS OF ORANGE COUNTY, L.L.C., a Florida limited liability company (the "Company") has at least one (1) Member.
2. The total amount of cash contributed by the Members of the Company as of the date of formation of the Company is \$10.00.
3. The agreed value of property other than cash to be contributed by Members of the Company is approximately \$0.00.
4. The total amount of cash and property anticipated to be contributed by Members of the Company in the future is \$1,500,000.00.
5. The total of the amounts listed in Paragraphs 2, 3 and 4 is \$1,500,010.00.


Jeffrey L. Kaplan, Manager

(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.)

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