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28 West Central Boulevard
Orlando, Florida

REPLY TO
POST OFFICE BOX 3444
ORLANDO, FLORIDA 32802
FAX (407) 425-7718

February 19, 1999

Secretary of State
Limited Liability Division
409 E. Gaines Street
Tallahassee, FL 32399

Re: Swoope Street Apts., L.C.

8000002783698--2
-02/22/99--01144--012
****285.00 ****285.00

Dear Sir/Madame:

Enclosed please find check #003547 in the amount of \$285.00 for the filing of the Articles of Organization for Swoope Street Apts., L.C.. The breakdown of the monies is as follows:

1. \$250.00 for the filing fee
2. \$ 35.00 for the designation of the Registered Agent

Thank you.

Sincerely,



Warren E. Williams

WEW/cr
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL
3-17-99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 26, 1999

WARREN E. WILLIAMS
WILLIAMS & AIRTH, P.A.
P.O. BOX 3444
ORLANDO, FL 32802

SUBJECT: SWOOPE STREET APTS., L.C.
Ref. Number: W99000004896

We have received your document for SWOOPE STREET APTS., L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 999A00009091

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

SWOOPE STREET APTS., L.C.

ARTICLE I - Name:

The name of the Limited Liability Company is:

SWOOPE STREET APTS., L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3348 Edgewater Drive
Orlando, Florida 32804

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Until December 21, 2010.

ARTICLE IV - Management:

(check and complete the appropriate statement)

The Limited Liability Company is to be managed by a manager and the name and address of such manager who is to serve as manager is:

Mary L. Demetree - Member
3348 Edgewater Drive
Orlando, Florida 32804

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TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

Additional Members may be admitted with the written agreement of Mary L. Demetree with terms and conditions as approved by Mary L. Demetree.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

Any surviving Member may continue the business of the limited liability company upon the death, retirement, resignation, expulsion, bankruptcy or permanent disability of another Member who has no further interest is released from any outstanding indebtedness of the company.

Article VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Swoope Street Apts., L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100,000.00 The total amount of Property other than cash contributed or to be contributed is zero. The total amount of property and cash contributed or to be contributed is \$10,000.


Mary L. Demetree

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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

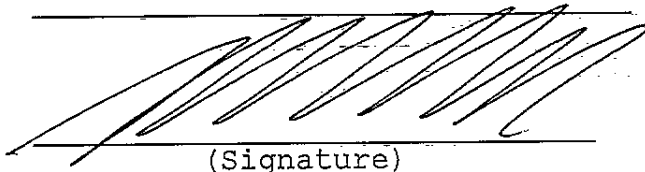
1. The name of the limited liability company is:

Swoope Street Apts., L.C.

2. The name and address of the registered agent and office is:

Warren E. Williams
28-42 W. Central Blvd.
Suite 400
Orlando, Florida 32801

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.


(Signature)

2-19-99
(Date)

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