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February 19, 1999

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VIA HAND-DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Homestead Leisure Associates, LLC

Dear Madam/Sir:

Enclosed for filing are the original Articles of Organization with one copy, for the above referenced Florida limited liability company together with a check in the amount of \$346.25 made payable to "Department of State" to cover the costs of the filing fee, registered agent's fee, a certified copy and a certificate of status.

Please call Pam Mills locally at 521-0890 when the documents are ready for pick-up or if you have any questions concerning the filing. Thank you very much for your assistance.

Sincerely,

Susan E. Avellone
Susan E. Avellone, CLA

SEA/pam
Enclosures

RECEIVED
99 MAR 24 PM 1:18

Call when ready
99 MAR 24 PM 2:01
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

L99-1668

Name	Availability
Document Examiner	
Updater	
Updater	Verifier
Acknowledgment	
W. P. Verifier	

**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 2:01

ARTICLE I - Name:

The name of the Limited Liability Company is:

Homestead Leisure Associates, LLC

ARTICLE II - Address:

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

31550 Northwestern Highway, Suite 200
Farmington Hills, Michigan 48334

ARTICLE III - Duration:

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

ARTICLE IV - Management
(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Spencer M. Partrich
Mickey Shapiro
31550 Northwestern Highway
Suite 200
Farmington Hills, Michigan 48334

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: Admission of additional Members is subject to approval of the Managers.

ARTICLE VI - Members Rights to Continue Business

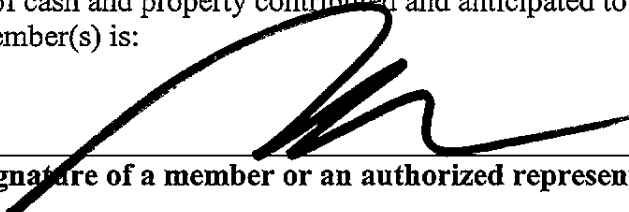
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

The Members have the unlimited right to continue the business of the Company following a withdrawal event of a Member so long as there will be at least one remaining Member.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of Homestead Leisure Associates, LLC certifies:

- 1) the above named limited liability company has a least one member;
- 2) the total amount of cash contributed by the member(s) is: \$1,800,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is: \$ _____;
(A description of the property is attached and made a part hereto); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is: \$1,800,000.00;

By: 

 Signature of a member or an authorized representative of a member

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

Spencer M. Partrich
 Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 99 MAR 24 PM 2: 01

**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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 24 PM 2:01

1. The name of the limited liability company is: Homestead Leisure Associates, L.L.C.

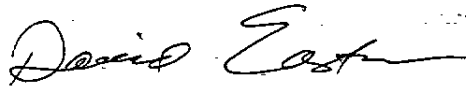
2. The name and the Florida street address of the registered agent are: _____

David Eastman
Name

101 S. Monroe
Florida street address (P.O.Box NOT acceptable)

Tallahassae. Florida 32301
City, State and Zip

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 provision 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

Filing Fee: \$35.00 for Designation of Registered Agent