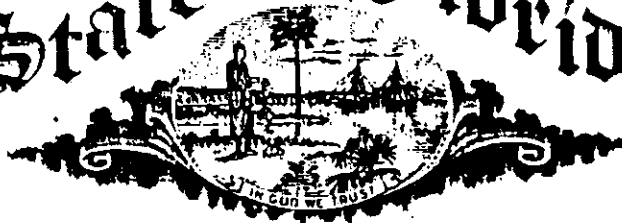


State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of MOBILE ESTATES HOMEOWNERS ASSOCIATION, INC.,

a corporation organized under the Laws of the State of Florida, filed on March 25, 1987.

The document number of this corporation is J63607.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
25th day of March, 1987.



George Firestone
Secretary of State

CR2E022 (10-85)

CR2E040 (4-84)

ARTICLES OF INCORPORATION
OF
MOBILE ESTATES HOMEOWNERS ASSOCIATION, INC.

FILED
1987 MAR 25 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of this corporation shall be MOBILE ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

The purpose of this corporation shall be:

A. To negotiate for, acquire, and operate a mobile home park, on behalf of the mobile home owners;

B. To convert the mobile home park, once acquired, to a condominium, cooperative or other form of ownership, and thereupon to create a condominium, or offer condominium parcels for sale or lease in the ordinary course of business, or, in the case of conversion to a cooperative or other form of ownership to be the entity that owns the record interest in the property, and that is responsible for the operation of the property;

C. To contract, sue, or be sued, with respect to the exercise or non-exercise of its powers.

For these purposes, the powers of the association include, but are not limited to the following:

D. To maintain, manage and operate the park property, and to institute, maintain, settle or appeal actions for hearings in

its name, on behalf of all owners, concerning matters of common interest, including, but not limited to, the common property, structural components of a building or other improvements, mechanical, electrical and plumbing elements serving the park property, and protests of ad valorem taxes on commonly used facilities;

E. To make and collect assessments and to lease, maintain, repair, and replace the common areas (upon purchasing the park);

F. To purchase lots in the park and to acquire and hold, lease, mortgage, and convey them;

G. Modify, move or create any easement for ingress or egress or for the purposes of utilities, if the easement constitutes part of or crosses the park property, with or without the joinder of any unit owners. This section does not authorize the association to modify or move any easement created in whole or in part for the use or benefit of anyone other than the members, or crossing the property of anyone other than the members, without their consent or approval as required by law or the instrument creating the easement. Nothing in the section affects the rights of ingress or egress of any member of the association.

H. To have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, and the laws of the United States, those set forth in these Articles of Incorporation and the by-laws of this corporation, and any recorded declarations or restrictions encumbering the park property to the extent that to do so is not inconsistent with

Chapt. 723 of the Florida Statutes; provided, however, that this corporation is not empowered to engage in any activity that, in itself, is not in furtherance of its purposes as set forth in this article.

ARTICLE FOUR - DUTIES

The corporation shall:

A. If the corporation has the authority to maintain a class action, the corporation may be joined in an action as representative of that class with reference to litigation and disputes involving the matters which the corporation could bring a class action, however nothing herein shall limit the statutory or common law right of any individual owner or class of owners to bring any action which may otherwise be available;

B. Include those duties set forth in these Articles of Incorporation and the By-Laws of the corporation, and any recorded declarations or restrictions encumbering the park property to the extent that to do so is not inconsistent with Chapt. 723, Florida Statutes;

C. Maintain accounting records in the County where the property is located, according to good accounting practices, such records to be open to inspection by corporation members, or their authorized representatives, at reasonable times, and written summaries of such records to be supplied at least annually to such members, or their authorized representatives, and shall include, but not be limited to:

1. A record of all receipts and expenditures;

- ii. An account for each member, designated in the name and current mailing address of the member, the amount of each assessment, dates and amounts in which the assessments come due, the amount paid upon the account, and the balance due;

D. Use its best efforts to obtain and maintain adequate insurance to protect the corporation and the park property, and make available for inspection by owners, at reasonable times, a copy of each policy of insurance.

ARTICLE FIVE - MEMBERSHIP

The corporation shall have no members or shareholders who are not bona fide owners of mobile homes in the park. At least two-thirds (2/3) of all homeowners within the park have consented in writing to become members of the association.

ARTICLE SIX - CAPITAL STOCK

The maximum number of shares of Par Value Common Stock at One Cent (\$.01) per value per share, that this corporation is authorized to have outstanding at any one time shall be equal to the total number of mobile home lots located within the mobile home park; at the present time there are 282 lots.

The shares may be divided into two series consisting of voting and non-voting stock as determined by the bylaws and the board of directors.

ARTICLE SEVEN - INITIAL DIRECTORS

The names and addresses of the eleven (11) initial directors are:

Marjorie Weston: 2077 Detroit Street
Sarasota, Florida 33581

Dante Battista: 2027 Sun Home Street
Sarasota, Florida 33581

Elsie Carlson: 2060 Champion Street
Sarasota, Florida 33581

Bob Weston: 2077 Detroit Street
Sarasota, Florida 33581

Lucille Frantom: 2078 Sun Home Street
Sarasota, Florida 33581

Andrew McKay 2074 Detroit Street
Sarasota, Florida 33581

Gertrude Cusack: 2115 Trotwood Drive
Sarasota, Florida 33581

Oscar LeDoux 2059 Sun Home Street
Sarasota, Florida 33581

Virginia Simpson: 2073 North Mobile Estates Drive
Sarasota, Florida 33581

Gaspar Wolk: 6766 Vagabond Way
Sarasota, Florida 33581

Reva Stanfield: 2066 North Mobile Estates Drive
Sarasota, Florida 33581

The number of directors may be increased or decreased from time to time, by the method stated in the bylaws; however, the number of directors shall never be less than three.

ARTICLE EIGHT -INCORPORATORS

The initial incorporator is:

Jonathon James Damonte, Damonte & Associates, Suite 206, Fortune Federal Building, 78000 - 113th Street North, Seminole, Florida 33542.

ARTICLE EIGHT - REGISTERED AGENT

The name of the initial registered agent is:

JONATHAN JAMES DAMONTE

And the address of the initial registered office of this corporation is:

7800 113th Street North, Suite 206, Seminole, Florida 33542.

ARTICLE TEN - VOTING RIGHTS

The voting rights of the shareholders are governed by the by-laws of this Association.

ARTICLE ELEVEN - MANAGEMENT OF CORPORATE AFFAIRS

The management of corporate affairs is governed by the by-laws of this Association.

ARTICLE TWELVE - AMENDMENT

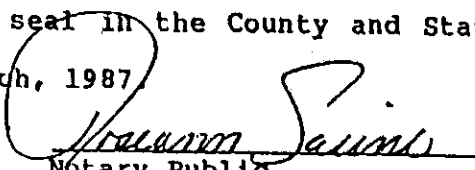
These Articles of Incorporation may be amended in any manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority vote of the stock entitled to vote hereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Jonathan James Damonte

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

Before me, the undersigned authority, personally appeared JONATHAN JAMES DAMONTE to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 24th day of March, 1987


Notary Public

My commission expires:

Notary Public, State of Florida
My Commission Expires Dec. 3, 1990
Printed This For (oh) Insurance Use

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated, I HEREBY AGREE TO ACT in this capacity, and agree to comply with the provisions of all statutes relative to the complete performance of my duties.

Dated: March 24, 1987



Jonathan James Damonte

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1987 MAR 25 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA