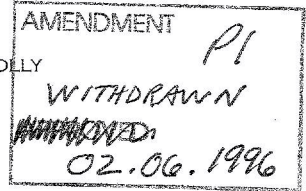


LAW OFFICES
SKELDING, LABASKY, CORY, EASTMAN, HAUSER & JOLLY
A PROFESSIONAL ASSOCIATION
THE MADIGAN BUILDING
318 NORTH MONROE STREET
TALLAHASSEE, FLORIDA 32301



WILLIAM W. CORY
LINDA C. COX
ROBERT H. DODD, JR.
DAVID D. EASTMAN
BARBARA C. FROMM
JAMES C. HAUSER
JOHN W. JOLLY, JR.
RONALD A. LABASKY
CARL R. PETERSON, JR.
PATRICK J. PHELAN, JR.
JACK M. SKELDING, JR.
GAYLE S. SWEDMARK

W. W. GARDNER, JR.*
SUSAN MARKS*
JOHN P. NOBLE, JR.*
GOVERNMENTAL CONSULTANTS
*NOT A MEMBER OF THE
FLORIDA BAR
MILLARD F. CALDWELL (1897-1984)
JOHN A. MADIGAN, JR. (1919-1984)

February 5, 1996

REPLY TO: P. O. BOX 669
TALLAHASSEE, FL 32302
TELE: (904) 222-3730
FAX: (904) 224-6422

Joe Albright, Specialist
Examination/Education Section
Bureau of Mobile Homes
Dept. of Business and Professional Regulation
1940 North Monroe Street
Tallahassee, Florida 32399-1031

RECEIVED
FEB 6 PM 1:17
DEPT. OF
BUSINESS &
PROFESSIONAL
REGULATION
OFFICE

Re: Lamplighter Village I; PRMZ000569
Lamplighter Village II; PRMZ000630

Dear Mr. Albright:

In response to your deficiency letter dated January 10, 1996, and as a result of our subsequent meeting, I propose the following for all prospectuses on file for the above mobile home park:

1. Please withdraw all open amendments for Lamplighter Village I previous to the amendment received in your office on January 8, 1996.
2. Please change the owner of the park (Lamplighter Village I & II) to: Ell-Cap/G57 Lamplighter, a California Limited Partnership. The warranty deed submitted in 1989 reflects the new owner.

Please notify me upon approval of these prospectus amendments. If you have any questions, please call me.

Sincerely,

Susan E. Avellone
Susan E. Avellone
Certified Legal Assistant

/sa

DATE RECEIVED 02/06/96
BY: SP
BUREAU OF MOBILE HOMES



STATE OF FLORIDA

DEPARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor
Stephen R. MacNamara, Secretary

Please reply to:

December 19, 1989

NOTICE OF DEFICIENCY OF CONTENT

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village Mobile Home Park - PRM2000569-P10775
Proposed Amendments

Dear Ms. Williams:

The Division has reviewed the proposed amendments received in this office on November 9, 1989. The amendments contain the following deficiencies:

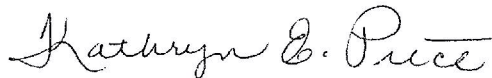
1. The page from the rental agreement which you submitted is different from the page we have in our files. If you are submitting a new rental agreement for the P10775 file, please submit the new agreement in its entirety.
2. We have two prospectus files for Lamplighter Village, the P1 and the P86 files. Please advise as to whether you wish the proposed amendments (as corrected) to apply to both files.

The amendments must be corrected pursuant to the cited deficiencies. Please submit a complete copy of the corrected amendments with the corrected portions highlighted. Corrections must be received no later than 45 days from the date of this deficiency letter.

Page 2 of 2
Lampighter Village Mobile Home Park
December 19, 1989

When the corrections are received, the Division will examine them and notify you as to their adequacy to meet the requirements of Chapter 723, Florida Statutes, as amended. If you have any questions concerning these deficiencies, please do not hesitate to contact me.

Yours truly,

A handwritten signature in cursive script that reads "Kathryn E. Price".

Kathryn E. Price, Specialist
Examination, Education Section
Bureau of Mobile Homes

KEP/rbs



STATE OF FLORIDA

DEPARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor
Stephen R. MacNamara, Secretary

December 19, 1989

Please reply to:

NOTICE OF DEFICIENCY OF CONTENT

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village, II Mobile Home Park - PRMZ000630-P12346
Proposed Amendments

Dear Ms. Williams:

→ The Division has reviewed the proposed amendments received in this office on November 9, 1989. The proposed amendment was included in the Lamplighter Village proposed amendments and labeled "Phase II." The amendments contain the following deficiency:

1. We have three prospectus files for Lamplighter Village II, the P1, P86, and P2 files. Please advise as to whether you wish these proposed amendments to apply to all files or only to the P1 file.

The amendments must be corrected pursuant to the cited deficiency. Please submit a complete copy of the corrected amendments with the corrected portions highlighted. Corrections must be received no later than 45 days from the date of this deficiency letter.

When the corrections are received the Division will examine them and notify you as to their adequacy to meet the requirements of Chapter 723, Florida Statutes, as amended. If you have any questions concerning these deficiencies, please do not hesitate to contact me.

Yours truly,

Kathryn E. Price, Specialist
Examination/Education Section
Bureau of Mobile Homes

KEP/rbs



STATE OF FLORIDA

1 PARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor

~~JOSEPH A. SOLE, SECRETARY~~

Joseph A. Sole, Secretary

Please reply to:

August 27, 1990

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village I - PRMZ000569

Dear Ms. Williams:

On November 9, 1990, the Division received your proposed amendments concerning the above-referenced mobile home park. As of this date a response to my deficiency letter dated March 20, 1990, has not been received. A copy of that letter is enclosed for your review and response.

Rule 7D-30.003, Florida Administrative Code, provides that deficiencies be corrected within 45 days. Please provide either the corrections or a written response to withdraw the proposed amendments.

Yours truly,

A handwritten signature in cursive script that reads "Anne H. Dunlap".

Anne H. Dunlap, Specialist
Examination/Education Section
Bureau of Mobile Homes

AHD/rbs

Enclosure



STATE OF FLORIDA

DEPARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor
Stephen R. MacNamara, Secretary

Please reply to:

March 20, 1990

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village Mobile Home Park - PRMZ000569-P10775
Proposed Amendment

Dear Ms. Williams:

I have reviewed the corrections to the above-referenced proposed amendment received February 5, 1990. Please be advised that Chapter 723, Florida Statutes, contemplates that only mobile home owners who reside in the mobile home park may become members of the association. There is no provision in Chapter 723 allowing the homeowners' associations for different parks to merge.

Your letter did not address the deficiencies stated in the Notice of Deficiency of Content and the deficiencies remain outstanding. Specifically, please correct the following:

1. The page from the rental agreement which you submitted is different from the page we have in our files. If you are submitting a new rental agreement for the P10775 file, please submit the new agreement in its entirety.
2. We have two prospectus files for Lamplighter Village, the P1 and the P86 files. Please advise as to whether you wish the proposed amendments (as corrected) to apply to both files.

Corrections must be received within 45 days of the date of this notice. Please contact the Division should you require additional clarification.

Yours truly,

Kathryn E. Price, Specialist
Examination/Education Section
Bureau of Mobile Homes

KEP/rbs

Office of the Secretary • Division of Hotels and Restaurants • Division of Alcoholic Beverages & Tobacco
Division of Florida Land Sales, Condominiums & Mobile Homes • Division of Pari-Mutuel Wagering



STATE OF FLORIDA

DEPARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor
Stephen R. MacNamara, Secretary

Please reply to:

December 19, 1989

NOTICE OF DEFICIENCY OF CONTENT

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village Mobile Home Park - PRMZ000569-P10775
Proposed Amendments

Dear Ms. Williams:

The Division has reviewed the proposed amendments received in this office on November 9, 1989. The amendments contain the following deficiencies:

1. The page from the rental agreement which you submitted is different from the page we have in our files. If you are submitting a new rental agreement for the P10775 file, please submit the new agreement in its entirety.
2. We have two prospectus files for Lamplighter Village, the P1 and the P86 files. Please advise as to whether you wish the proposed amendments (as corrected) to apply to both files.

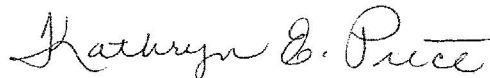
The amendments must be corrected pursuant to the cited deficiencies. Please submit a complete copy of the corrected amendments with the corrected portions highlighted. Corrections must be received no later than 45 days from the date of this deficiency letter.

Office of the Secretary • Division of Hotels and Restaurants • Division of Alcoholic Beverages & Tobacco
Division of Florida Land Sales, Condominiums & Mobile Homes • Division of Pari-Mutuel Wagering

Page 2 of 2
Lamplighter Village Mobile Home Park
December 19, 1989

When the corrections are received, the Division will examine them and notify you as to their adequacy to meet the requirements of Chapter 723, Florida Statutes, as amended. If you have any questions concerning these deficiencies, please do not hesitate to contact me.

Yours truly,

A handwritten signature in cursive script that reads "Kathryn E. Price". The signature is written in dark ink and is positioned above the typed name and title.

Kathryn E. Price, Specialist
Examination, Education Section
Bureau of Mobile Homes

KEP/rbs



STATE OF FLORIDA

DEPARTMENT OF BUSINESS REGULATION

THE JOHNS BUILDING
725 SOUTH BRONOUGH STREET
TALLAHASSEE, FLORIDA 32399-1000

Bob Martinez, Governor
Stephen R. MacNamara, Secretary

December 19, 1989

Please reply to:

NOTICE OF DEFICIENCY OF CONTENT

Denise Williams
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

RE: Lamplighter Village, II Mobile Home Park - PRMZ000630-P12346
Proposed Amendments

Dear Ms. Williams:

→ The Division has reviewed the proposed amendments received in this office on November 9, 1989. The proposed amendment was included in the Lamplighter Village proposed amendments and labeled "Phase II." The amendments contain the following deficiency:

1. We have three prospectus files for Lamplighter Village II, the P1, P86, and P2 files. Please advise as to whether you wish these proposed amendments to apply to all files or only to the P1 file.

The amendments must be corrected pursuant to the cited deficiency. Please submit a complete copy of the corrected amendments with the corrected portions highlighted. Corrections must be received no later than 45 days from the date of this deficiency letter.

When the corrections are received the Division will examine them and notify you as to their adequacy to meet the requirements of Chapter 723, Florida Statutes, as amended. If you have any questions concerning these deficiencies, please do not hesitate to contact me.

Yours truly,

Kathryn E. Price, Specialist
Examination/Education Section
Bureau of Mobile Homes

KEP/rbs

Office of the Secretary • Division of Hotels and Restaurants • Division of Alcoholic Beverages & Tobacco
Division of Florida Land Sales, Condominiums & Mobile Homes • Division of Pari-Mutuel Wagering

PROJECT NUMBER PRM200569

Received 11-9-89

PROSPECTUS NUMBER P10775

Date

AMENDMENT NUMBER A001

Due Date 12-24-89

AMENDMENT REVIEW

File Name Samplisater

Specialist KEP

File Number PRM200569-P10775

Items Recommended For Approval

Comments

Recommended

Date

Specialist

Initials

ELLENBURG
CAPITAL
CORPORATION

November 7, 1989

State of Florida
Department of Business Regulation
Division of Florida Land Sales,
Condominiums and Mobile Homes
The Johns Building
725 South Bronough Street
Tallahassee, Florida 32399-1030

RECEIVED
NOV 07 1989
FIN. 100 MHP
REVENUE

Re: Substituted Pages of Prospectus
Prospectus I.D. Numbers -

0500775 P - Lamplighter Village MHP
5002685 P, P'86 - Plantation at Lantana MHP
6400802 P, P'86 - The Landings At Port Orange MHP
3100453 P, P'86 - Ranchland MHP
3400843 P - Harbor Oaks

Dear Sir or Madam:

Please accept this letter as formal notice to substitute the enclosed prospectus pages regarding the above referenced mobile home parks. I have put each individual park's substituted prospectus pages along with a copy of the Warranty Deed in separate envelopes for your convenience.

The contact person for the above referenced parks is as follows:

Denise Williams, V.P.
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201
(503) 274-8800

RECEIVED
DEPT. OF BUSINESS
REGULATION
NOV 9 11:44
DIV. OF FLORIDA
LAND SALES,
CONDOMINIUMS AND
MOBILE HOMES

DATE RECEIVED

BY: GS

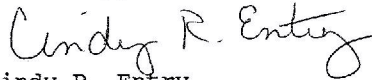
BUREAU OF MOBILE HOMES

275 Westgate Drive • Watsonville, California 95076 • Telephone 408/724-3300 • Telecopier 408/728-0200



Please make note in your files the above address as this is also our new corporate address and phone number. Upon making the respective prospectus changes, forward verification of such. Should you have any questions, please do not hesitate to contact me.

Sincerely,

A handwritten signature in cursive script that reads "Cindy R. Entry".

Cindy R. Entry
Ellenburg Capital Corporation

Enclosures

PROSPECTUS FOR
LAMPLIGHTER VILLAGE

I. NAME AND ADDRESS OF PARK

The name and address of the mobile home park (the "Park") is as follows:

Lamplighter Village
500 North John Rhodes Boulevard
Melbourne, FL 32935

II. RECEIPT OF NOTICES AND DEMANDS

The following person is authorized to receive notices and demands on the Park Owner's behalf:

Denise Williams, Vice President
Ellenburg Capital Corporation
5550 Macadam, Second Floor
Portland, OR 97201

III. PARK PROPERTY DESCRIPTION

A. Lot Sizes

1. There are 442 lots in Lamplighter Village. The lots are classified as follows:

- a. Lakefront lots - 77
- b. Inside lots - 365

2. Size of Lots - the following lots are 50' x 80':

12-18, 23-30, 34-43, 48-58, 62-74, 81-101, 113-122,
125-127, 130-132, 135-137, 141-143, 146-148,
152-154, 157-159, 163-165, 168-170, 174-176,
179-181, 185-188, 192-194, 197-199, 203-205,
208-210, 214-216, 219-221, 225-227, 230-232,
236-238, 242, 245-248, 251-255, 258-263, 268-272,
275-279, 287, 288, 292, 293, 296, 297, 301, 302,
305, 306, 310, 311, 314, 315, 319, 320, 323, 324,
328, 329, 332, 333, 335-357, 359-363, 365-367,
377-386, 398-391, 395-397, 400-402, 406-408,
411-413, 417-419, 422-424, 428-430, 433-435,
439-441.

DESCRIPTION OF PROPERTY

PARCEL 1:

A portion of the North one half of the Northwest Quarter of the Southwest Quarter of Section 26 East, Township 27 South, Range 36 East, Brevard County, Florida, being more particularly described as follows:

BEGIN at the Southeast corner of LAMPLIGHTER VILLAGE, THIRD ADDITION, according to the plat thereof recorded in Plat Book 28, Page 94 of the Public Records of Brevard County, Florida and run North 88 degrees, 59 minutes, 27 seconds East, along the Easterly extension of the South line of said LAMPLIGHTER VILLAGE for 17.0 feet; thence run South 00 degrees, 21 minutes, 45 seconds East along a line that is 33.0 feet West of and parallel with the centerline of John Rhodes Boulevard for 625.63 feet; thence run South 89 degrees, 01 minutes, 59 seconds West for 1,286.17 feet to a point lying on the West line of said Section 26; thence run North 00 degrees, 43 minutes, 35 seconds West, along the West line of said Section 26 for 624.62 feet to the South line of said LAMPLIGHTER VILLAGE, THIRD ADDITION; thence run North 88 degrees, 59 minutes, 27 seconds East, along said South line of 1,273.15 feet to the POINT OF BEGINNING, LESS AND EXCEPT those portions of the Crane Creek Drainage District Canals lying within the subject parcel.

PARCEL 2:

A portion of the Southeast Quarter of Section 27, Township 27 South, Range 36 East, Brevard County, Florida, being more particularly described as follows:

BEGIN at the Southwest corner of LAMPLIGHTER VILLAGE, THIRD ADDITION, according to the plat thereof as recorded in Plat Book 28, Page 94, of the Public Records of Brevard County, Florida, and run North 89 degrees, 36 minutes, 22 seconds East, along the South line of said LAMPLIGHTER VILLAGE, THIRD ADDITION, for 376.88 feet to the East line of said Section 27; thence run South 00 degrees, 43 minutes, 35 seconds East, along the East line of said Section 27 for 2,564.92 feet to the Southeast corner of said Section 27; thence run South 88 degrees, 55 minutes, 33 seconds West along the South line of said Section 27 for 402.55 feet to the East right of way line of State Road No. 9 (I-95) and run North 00 degrees, 09 minutes, 15 seconds West, along said East right of way line for 2,569.91 feet to the POINT OF BEGINNING, LESS AND EXCEPT that portion of the Crane Creek Drainage District Canal lying within subject parcel.

LAMPLIGHTER VILLAGE

RENTAL AGREEMENT

THIS RENTAL AGREEMENT, made and entered into on this _____ day of _____, 19____, by and between LAMPLIGHTER VILLAGE, hereinafter referred to as LANDLORD, and _____, hereinafter referred to as TENANT.

WITNESSETH: That in consideration of the lot rental amount, covenants and agreements to be kept and performed by tenant hereunder, landlord demises to tenant and tenant leases from Landlord the premises subject to the terms and conditions as hereinafter set forth.

1. It is specifically understood and agreed by and between the parties hereto that this is a bona fide offer to lease for a specified term.

2. It is specifically understood and agreed by and between the parties hereto that Chapter 723, Florida Statutes, governs this Rental Agreement.

3. Landlord hereby leases to Tenant for installation thereon of Tenant's mobile home the certain property described as lot _____, to be occupied solely as a private dwelling only by Tenant. In no event shall the total number of occupants exceed that permitted by this Agreement, Rules and Regulations of the Park, or applicable laws.

4. The term of this rental agreement shall be for a period of _____ months, commencing on the _____ day of _____, 19____, and terminating on the _____ day of _____, 19____.

5. Tenant's Financial Obligations

RENT:

\$ _____, per month, payable in advance on the _____ day of each month. All rental payments are payable to:

Lamplighter Village
Attn: Manager
500 North John Rhodes Boulevard
Melbourne, FL 32935

ner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 21 day of August, 1989.

My Commission expires PHILIP WEINBERGER
NOTARY PUBLIC, State of New York
No. 4759751
Qualified in Rockland County
Commission Expires Nov. 30, 1991

STATE OF FLORIDA)

IF

re

LAMPLIGHTER VILLAGE

RENTAL AGREEMENT

THIS RENTAL AGREEMENT, made and entered into on this day of _____, 19____, by and between LAMPLIGHTER VILLAGE, hereinafter referred to as LANDLORD, and _____, hereinafter referred to as TENANT.

WITNESSETH: That in consideration of the lot rental amount, covenants and agreements to be kept and performed by tenant hereunder, landlord demises to tenant and tenant leases from Landlord the premises subject to the terms and conditions as hereinafter set forth.

1. It is specifically understood and agreed by and between the parties hereto that this is a bona fide offer to lease for a specified term.

2. It is specifically understood and agreed by and between the parties hereto that Chapter 723, Florida Statutes, governs this Rental Agreement.

3. Landlord hereby leases to Tenant for installation thereon of Tenant's mobile home the certain property described as lot _____, to be occupied solely as a private dwelling only by Tenant. In no event shall the total number of occupants exceed that permitted by this Agreement, Rules and Regulations of the Park, or applicable laws.

4. The term of this rental agreement shall be for a period of _____ months, commencing on the _____ day of _____, 19____, and terminating on the _____ day of _____, 19____.

5. Tenant's Financial Obligations

RENT:

\$ _____, per month, payable in advance on the _____ day of each month. All rental payments are payable to:

Lamplighter Village
Attn: Manager
500 North John Rhodes Boulevard
Melbourne, FL 32935

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of September, 1989.

My Commission expires:

Donald W. Klein
NOTARY PUBLIC, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 9, 1990
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ROBERT SENTZ, as General Partner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of September, 1989.

My Commission expires:

Donald W. Klein
NOTARY PUBLIC, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 9, 1990
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JULIUS J. SHEPARD, as General Partner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of September, 1989.

My Commission expires:

Donald W. Klein
NOTARY PUBLIC, State of Florida

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. NOV. 9, 1990
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PAUL SIMON, as General Partner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 14 day of September, 1989.

My Commission expires:

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared STANLEY C. LESSER, as General Part-

Gerard Berger
Robert Sentz
Julius J. Shepard
Paul Simon
Stanley C. Lesser
Sherman Simon
Donald W. Klein
Jacqueline A. Berk

By: Robert Sentz
 ROBERT SENTZ, General Partner

By: Julius J. Shepard
 JULIUS J. SHEPARD, General Partner

By: Paul Simon
 PAUL SIMON, General Partner

By: Stanley C. Lesser
 STANLEY C. LESSER, General Partner

SI ENTERPRISES, INC., a Florida corporation

By: Sherman Simon
 SHERMAN SIMON, President

J.B.E., INC., a Florida corporation

By: Gerard Berger
 GERARD BERGER, President
 FINANCIAL

S.R.K., INC., a Florida corporation

By: Robert Sentz
 ROBERT SENTZ, President

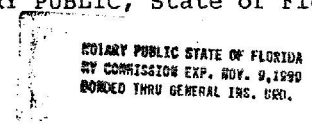
STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GERARD BERGER, as General Partner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 27th day of September, 1989.

My Commission expires: Donald W. Klein
 NOTARY PUBLIC, State of Florida

STATE OF FLORIDA)
) SS:
 COUNTY OF DADE)



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SHERMAN SIMON, as General Partner of 2218 ASSOCIATES, a Florida general partnership, to me known to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

This instrument prepared by:
ARTHUR J. KLINE, ESQUIRE
KLINE, MOORE & KLEIN, P.A.
2665 South Bayshore Drive
Suite 903
Coconut Grove, FL 33133
Phone: (305) 285-9793

WARRANTY DEED
(STATUTORY FORM-SECTION 689.02 F.S.)

THIS INDENTURE, made this 1st day of September, 1989, by and between 2218 ASSOCIATES, a Florida general partnership, Grantor, and ELL-CAP/G 57-LAMPLIGHTER, a California limited partnership, whose post office address is 3060 Valencia Avenue, Suite 3, Aptos, California 95003, Grantee.

WITNESSETH, that said Grantor, for and in consideration of the sum of Ten (\$10.00) Dollars, and other good and valuable considerations to said Grantor in hand paid by said Grantee, the Receipt whereof is hereby acknowledged, has granted, bargained and sold to the said Grantee, and Grantee's heirs and assigns forever, the following described land, situate, lying and being in Brevard County, Florida, to-wit:

SEE LEGAL DESCRIPTION ATTACHED HERETO AND MADE
A PART HEREOF AS EXHIBIT "A"

SUBJECT TO:

1. Taxes for the year 1989 and subsequent years.
2. Easements, conditions, limitations, restrictions and reservations of record, if any, as more particularly enumerated in Exhibit "B" attached hereto, without any intent to reimpose the same.
3. Zoning and municipal ordinances.
4. Purchase Money First Mortgage in the original principal amount of \$3,400,000.00.

and said Grantor does hereby fully warrant the title to said land, and will defend the same against the lawful claims of all persons whomsoever.

"Grantor" and "Grantee" are used for singular or plural, as context requires.

IN WITNESS WHEREOF, Grantor has hereunto set Grantor's hand and seal the day and year first above written.

Signed, sealed and delivered
in the presence of:

Donald W. Kline
Jacqueline C. Beck
Ellen
K. Delinger

2218 ASSOCIATES, a Florida general partnership

By: Gerard Berger
GERARD BERGER, General Partner

By: Sherman Simon
SHERMAN SIMON, General Partner

EASEMENTS, CONDITIONS, LIMITATIONS AND RESERVATIONS OF RECORD

1. Easement to FLORIDA POWER AND LIGHT COMPANY as recorded in Official Records Book 2590, at Page 1408, of the Public Records of Brevard County, Florida.
2. Easement granted to CITY OF MELBOURNE, and recorded in Official Records Book 2648, at Page 1918, of the Public Records of Brevard County, Florida.
3. Easement granted to CITY OF MELBOURNE, and recorded in Official Records Book 2827, at Page 2512, of the Public Records of Brevard County, Florida.
4. That certain Agreement as recorded in Official Records Book 2648, at Page 1855, of the Public Records of Brevard County, Florida.
5. That certain Agreement as recorded in Official Records Book 2570, at Page 2537, of the Public Records of Brevard County, Florida.
6. That certain Agreement as recorded in Official Records Book 2682, at Page 144, of the Public Records of Brevard County, Florida.

EXHIBIT "B"