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CDPC Management, Inc.

October 27, 2000

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****160.00 ****160.00

Dear Sir or Madam:

Please find enclosed the Articles of Organization for **Amazing Grace Realty Trust, LC** with a check made payable to the Florida Department of State for the total amount of \$160.00 for the filing fees and the optional certificates.

In accordance with section 608.407 (2), this letter declares and serves as an affidavit declaring that **Amazing Grace Realty Trust, LC** has at least two members, to wit,

CDPC Management, Inc., and
Luis E. Carrazana, CPA

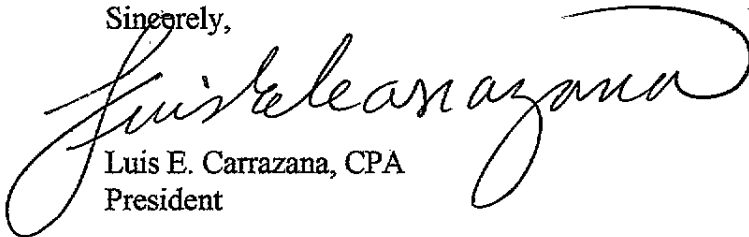
and sets forth the amount of cash and a description and agreed value of property other than cash contributed by the members. The amount of cash contributed by each member is, to wit,

CDPC Management, Inc. - \$30,000.00, and
Luis E. Carrazana, CPA - \$3,000.00.

No other property has been contributed as at this date.

If you have any questions, please call me at 561-637-2774 or 561-702-3106.

Sincerely,


Luis E. Carrazana, CPA
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3333 Lakeview Boulevard, Delray Beach, FL 33445

ARTICLES OF ORGANIZATION FOR AMAZING GRACE REALTY TRUST, LC

ARTICLE I - Name:

The name of the Limited Liability Company is:
Amazing Grace Realty Trust, LC

ARTICLE II - Address:

The mailing and street address of the principal office of the Limited Liability Company is:
3333 Lakeview Boulevard, Delray Beach, Florida 33445

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

**CDPC Management, Inc.
3333 Lakeview Boulevard
Delray Beach, Florida 33445**

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 as provided for in Chapter 608, F.S..


CDPC Management, Inc. by Luis E. Carrazana, President

ARTICLE IV - Management:


The Limited Liability Company is to be managed by one manager or more managers and therefore, a manager - managed company.

The name and the Florida street address of the manager are:

**CDPC Management, Inc.
3333 Lakeview Boulevard
Delray Beach, Florida 33445**

ARTICLE V - Effective Date:

The effective date is October 27, 2000.


**CDPC Management, Inc. - Member
CDPC Management, Inc. by Luis E. Carrazana, President**

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA