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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

the grand apartments, l.l.c.

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ARTICLES OF ORGANIZATION
OF
THE GRAND APARTMENTS, L.L.C.

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming a limited liability company under the laws of the State of Florida, do set forth the following:

I. THE NAME OF THE LIMITED LIABILITY COMPANY:

The Grand Apartments, LLC

II. THE MAILING ADDRESS AND STREET ADDRESS OF THE PRINCIPAL OFFICE OF THE LIMITED LIABILITY COMPANY IS:

1717 N. Bayshore Drive #3345, Miami, FL 33132

III. THE PERIOD OF ITS DURATION:

Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

IV. PURPOSE:

The purpose for which the Company is organized is to engage in any and all business and activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

V. THE NAME AND ADDRESS OF THE REGISTERED AGENT IN FLORIDA:

Carlos Fornaris, 1717 N. Bayshore Drive, #3345, Miami, FL 33132

VI. MANAGEMENT:

The Limited Liability Company is to be managed by the Board of Managers and their titles are:

Carlos Fornaris, Manager, 1717 N. Bayshore Drive, #3345, Miami, FL 33132

VII. MEMBERS:

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The Limited Liability Company shall consist of the following Members, who shall own an undivided interest in the Company as follows:

Carlos Fornaris 1717 N. Bayshore Drive, #3345, Miami, FL 33132	12.5%
Laura A. Foster M.D. and Terry G. Smith M.D. 1241 North Rio Vista Blvd., Ft. Lauderdale, FL 33301	12.5%
Gerald P. Rosen M.D. 90 Alton Rd., Unit #3004, Miami Beach, FL 33139	12.5%
Guillermo Garcia, M.D. and Angela Garcia, M.D. 912 S.E. 6 th Street, Ft. Lauderdale, FL 33301	12.5%
Hector Davila, M.D. and Kathy Davila 3736 Loquat Avenue, Miami, FL 33133	12.5%
W.G. Properties, LLC. 7811 S.W. 88 Terrace, Miami, FL 33156	12.5%
Howard S. Goldman, M.D. and Shelly Payne, PH.D. 13010 Miranda Street, Coral Gables, FL 33156	12.5%
Michael Schleien 1835 N.W. 103 Avenue, Plantation, FL 33322	12.5%

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TALLAHASSEE, FLORIDA

VIII. THE RIGHT, IF GIVEN, OF THE MEMBERS TO ADMIT ADDITIONAL MEMBERS, AND THE TERMS AND CONDITIONS OF THE ADMISSIONS:

Additional members may be admitted only at such times and on such terms and conditions as Members may unanimously agree.

IX. 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 OCCURRENCE OF ANY OTHER EVENT WHICH TERMINATES THE CONTINUED MEMBERSHIP OF A MEMBER IN THE LIMITED LIABILITY COMPANY:

The remaining members of the Company may continue the business upon the termination of membership of a Member in the Company upon unanimous agreement.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

Carlos Fornaris
Carlos Fornaris, Member/Manager

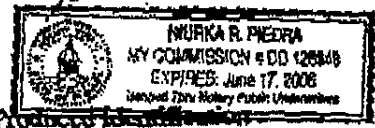
STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

BEFORE ME personally appeared Carlos Fornaris who is to me known to be the person who executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of June, 2005.

[Signature]
Notary Public, State of Florida

Commission Expires:



Personally known

or

Produced Identification

Type of identification Produced _____

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TALLAHASSEE, FLORIDA

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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 The Grand Apartments, LLC, a Florida Limited Liability Company.

The name and address of the registered agent and office is Carlos Fornaris, 1717 N. Bayshore Drive, #3345, Miami, FL 33132

2. 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 of Carlos Fornaris

Date: 6/24/05

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

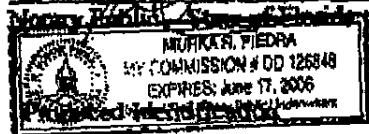
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CHIEF OF CORPORATIONS
TALLAHASSEE, FLORIDA

BEFORE ME personally appeared Carlos Fornaris who is to me known to be the person who executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of June, 2005.

Commission Expires:

Personally known [check]



Type of Identification Produced

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