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EXPRESS

305-444-4977

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Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

GRAND FLORIDA PROPERTIES, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF
GRAND FLORIDA PROPERTIES, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

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FIRST: The name of said limited liability company shall be GRAND FLORIDA PROPERTIES, the mailing address of the principal office of the limited liability company shall be 4180 Alton Road, Miami Beach, Florida 33140, and the street address of the limited liability company will be 1861 NE 146th Street, North Miami, Florida 33181.

SECOND: GRAND FLORIDA PROPERTIES, LLC shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, GRAND FLORIDA PROPERTIES, LLC, is formed are:

1. To engage in the real estate activities and businesses;
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or ancillary to the foregoing business;
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing;
4. To engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

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FOURTH: The maximum number of ownership units which, GRAND FLORIDA PROPERTIES, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: The limited liability company shall be member-managed and will have three (3) Members:

Name: R&G, LLC

Percentage of Membership Interest: 10%

Name: JOSE KLAHR

Percentage of Membership Interest: 45%

Name: VICTOR RATNER

Percentage of Membership Interest: 45%

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SIXTH: The initial Board of Director of the Limited Liability Company will be:

Name: SAUL RABINOVICH (President)

Address: 4180 Alton Road, Miami Beach, Florida 33140

Name: JOSE KLAHR (Vice-President/Secretary)

Address: 1861 NE 146th Street, North Miami, Florida 33181.

SEVENTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is 12550 Biscayne Boulevard, Suite 405, North Miami, Florida 33181.

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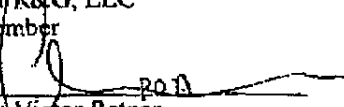
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IN WITNESS WHEREOF, I have hereunto subscribed my name this 31st day of January,

2003

By: 
Saul Rabinovich
For R&G, LLC
Member

By: 
Jose Klahr
Member

By: 
Victor Ratner
Member

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida 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 GRAND FLORIDA PROPERTIES, LLC
2. The name of the registered agent is OSCAR GRISALES-RACINI, ESQ.
3. The address of the registered agent/registered office is 12550 Biscayne Boulevard, Suite 405, North Miami, Florida 33181.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, 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.



By: OSCAR GRISALES-RACINI

Date: January 31, 2003

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