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(Requestor's Name)

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(City/State/Zip/Phone #)

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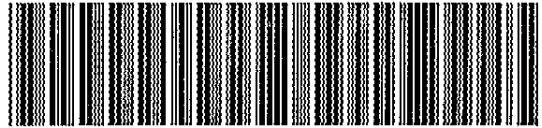
(Business Entity Name)

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OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN JUL 10 2003

LAW OFFICES  
**JAMES M. SCHIFF, P.A.**  
9130 SOUTH DADELAND BOULEVARD  
MIAMI, FLORIDA 33156

TWO DATRAN CENTER  
SUITE 1609

July 2, 2003

TELEPHONE (305) 670-5599  
TELEFAX (305) 670-3319

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: UMA GRACE, LLC

Dear Sirs:

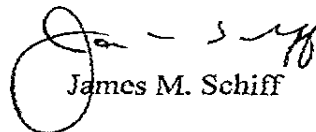
You will find enclosed herewith please find (i) Articles of Organization for UMA GRACE, LLC, (ii) Certification of Registered Agent and Registered Office, (iii) Affidavit of Membership and Contributions, and (iv) a check in the amount of \$160.00 payable to the Florida Department of State for the following:

\$100.00	Filing Fee for Articles of Organization
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy
\$ <u>5.00</u>	Certificate of Status
\$160.00	Total

Please return a certified copy of the Articles to our office as soon as possible in the enclosed, self-addressed stamped envelope we have provided.

Should you have any questions or if you are unable to process these Articles of Organization, please contact this office immediately. Thank you for your cooperation.

Sincerely,

  
James M. Schiff

JMS:mdr  
Enclosure

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF

UMA GRACE, LLC

The undersigned initial member of UMA GRACE, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: UMA GRACE, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409 (1) of the Florida Limited Liability Company Act (the "Act"), the term of the existence of the Company shall commence its existence immediately upon the filing of the Articles of Organization, and shall continue until December 31, 2052, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

6995 N.W. 82 Avenue  
Suite 38  
Miami, Florida 33166

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

6995 N.W. 82 Avenue  
Suite 38  
Miami, Florida 33166

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TALLAHASSEE, FLORIDA

**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

James M. Schiff, Esquire  
9130 South Dadeland Blvd.  
Suite 1609 - Two Datan Center  
Miami, Florida 33156

**ARTICLE VI. BUSINESS OF THE COMPANY**

The business of the company shall be to acquire, develop, finance and manage the property located at 6912 N.W. 50<sup>th</sup> Street, Unit 6, Miami, Florida and 6914 N.W. 50<sup>th</sup> Street, Unit 8, Miami, Florida.

**ARTICLE VII. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of those existing members of the Company in attendance at a duly called meeting of the members at which a quorum exists or by written consent of a majority of the members of the Company. Any new member which is approved by the existing members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members may from time to time determine in their sole discretion.

**ARTICLE VIII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as member complies with the terms and conditions of the regulations of the Company.

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TALLAHASSEE, FLORIDA

**ARTICLE IX. DISSOLUTION OF COMPANY**

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the members elect to continue the Company either upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE X. MANAGEMENT OF THE COMPANY**

The Company shall be managed by the members of the Company whose names are set forth below:

GULAB BALCHANDANI

**ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

**ARTICLE XII. AMENDMENT TO ARTICLES OF ORGANIZATION**

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members or by written consent of a majority of the members of the Company.

**ARTICLE XIII. AMENDMENT OF REGULATIONS**

The members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those members of the Company in attendance at a meeting of the members duly called at which a quorum exists or by written consent of a majority of the members of the Company.

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IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 2nd day of July, 2003.

INITIAL MEMBER:

*Gulab Balchandani*  
GULAB BALCHANDANI

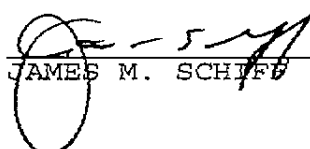
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TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS AN  
AGENT UPON WHOM SERVICE OF PROCESS WITHIN THIS  
STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and  
608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of UMA GRACE, LLC, in  
its Articles of Organization, at the place designated in such  
Articles of Organization, the undersigned hereby agrees to act in  
this capacity and affirms that it is familiar with, and accepts,  
the obligations of such position.

Dated: July 2nd, 2003

  
JAMES M. SCHIFF

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, initial member of UMA GRACE, LLC, a Florida limited liability company (the "Company"), who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$ 10.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1400.00

4. There have been no contributions to the Company made by the members other than cash contributions.

5. The total amount of cash or property anticipated to be contributed by members is \$1,500.00. This total included amounts 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

Under penalty of perjury, the undersigned, as officer and authorized representative of the initial member of the Company, declare that he has read the foregoing and that the facts alleged are true, to the best of his knowledge and belief.

Dated: July 2nd, 2003.

INITIAL MEMBER:

*Gulab Balchandani*  
Gulab Balchandani

Sworn to and subscribed before me, the undersigned officer, by GULAB BALCHANDANI, who personally appeared before me, who took an oath, and are personally known to me or who produced as identification, on this 2 day of July, 2003.

My Commission Expires:

*James M. Schiff*  
Notary Public, State of Florida  
Print Name:

