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November 17, 2003

**Via Federal Express**

Florida Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Grand Terrace at MetroWest, L.L.C.

Dear Sir/Madam:

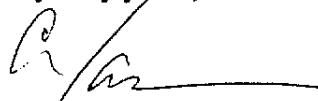
Please find enclosed the following documents relating to the above-referenced limited liability company:

1. Original Articles of Organization submitted for filing;
2. A check in the amount of \$155.00; and
3. One photocopy of the executed Articles of Organization.

Kindly file the enclosed documents as soon as possible and return to us one certified copy of the Articles of Organization. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,

  
C. Yanki Sokmensuer

CYS:cs  
Enclosures

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**ARTICLES OF ORGANIZATION  
OF  
GRAND TERRACE AT METROWEST, L.L.C.,  
a Florida Limited Liability Company**

**ARTICLE I  
NAME**

The name of this Limited Liability Company (this "Company") shall be **GRAND TERRACE AT METROWEST, L.L.C.**, and its principal place of business and mailing address shall be 9111 Phillips Grove Terrace, Orlando, FL 32836.

**ARTICLE II  
COMMENCE OF CORPORATE EXISTENCE**

This Company shall exist for a period of fifty (50) years, commencing upon the date of filing of these Articles of Organization with the State of Florida, Secretary of State, unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE; GENERAL POWERS**

The general purpose of this Company shall be the transaction of any and all lawful business. This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV  
CONTRIBUTIONS TO CAPITAL**

The initial capital of the Company shall be One Hundred and no/100 Dollars (\$100.00), which shall be contributed by the members (the "Members") in accordance with their ownership interests in the Company, which are as follows:

<u>Member</u>	<u>Ownership Interest</u>
Desai Development, L.L.C.	88%
Froilan Barinas and Norma Barinas, husband and wife	8%
Andres Bello and Zamira Bello, husband and wife	8%

No Member shall be entitled to receive interest on his or her contribution to capital. Each Member's contribution to capital shall be in cash or property as agreed upon by the Members. Additional contributions to capital by the Members may be required pursuant to acts of the Board of Managers.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Company shall be located at 9111 Phillips Grove Terrace, Orlando, Florida 32836, Attn: Vincent V. Desai, and the registered agent of this Company, shall be the

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address, shall be Vincent V. Desai. The Company may change its registered agent or the location of its registered office, or both, from time to time, without amendment of these Articles of Organization.

**ARTICLE VI**  
**MANAGEMENT/INITIAL BOARD OF MANAGERS**

The management of conduct of the business of the Company shall be vested in a Board of Managers as provided in the Operating Agreement of the Company. This Company shall have one (1) Manager initially. The number of Managers may be either increased or decreased, from time to time, by the Operating Agreement of the Company. The name and street address of the initial Manager of this Company, who shall serve as Manager until the first annual meeting of the Members, or until her successor is elected, shall qualify, is:

VINCENT V. DESAI

**ARTICLE VII**  
**REGULATIONS**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Board of Managers.

**ARTICLE VIII**  
**ADMISSION OF NEW MEMBERS**

Additional Members may be admitted, from time to time, on such terms and conditions as determined by a majority of the Members.

**ARTICLE IX**  
**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,  
EXPULSION, OR DISSOLUTION  
OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion, or dissolution of a Member, or the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members shall continue the business of the Company pursuant to the applicable provisions of law, these Articles of Organization and the Operating Agreement.

**ARTICLE X**  
**AMENDMENT**

The Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments thereto, and any right conferred upon the Members is subject to this reservation.

**ARTICLE XI**  
**HEADINGS AND CAPTIONS**

The headings or captions of the various Articles of Organization are inserted for convenience, and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

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**ARTICLE XII**  
**MANAGER-MANAGED**

**GRAND TERRACE AT METROWEST, L.L.C.** is a manager-managed company; the name and address of the managing member is:

Vincent V. Desai

9111 Phillips Grove Terrace  
Orlando, FL 32836  
Attn: Vincent V. Desai, Manager

**IN WITNESS WHEREOF**, the undersigned makes and files these Articles of Organization, declaring and certifying that the facts stated herein are true and correct, and hereby subscribes thereto and hereunto sets his/her hand and seal this 17th day of November, 2003.



Vincent V. Desai

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of November, 2003, by Vincent V. Desai, who is personally known to me or who produced the following identification:



Notary Public

**C. Yanki Sokmensuer**

Printed Name

My Commission Expires:

Serial Number



C Yanki Sokmensuer  
My Commission DD220363  
Expires June 08, 2007

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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:

**GRAND TERRACE AT METROWEST, L.L.C.**

2. The name and address of the Registered Agent and Registered Office is:

Vincent V. Desai  
9111 Phillips Grove Terrace  
Orlando, FL 32836

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 duties and I am familiar with and accept the designation of my position as registered agent.

  
\_\_\_\_\_  
Vincent V. Desai

November 17, 2003

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