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DIVISION OF CORPORATIONS

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 809215 4305738

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 195.00

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ORDER DATE : July 16, 2004

ORDER TIME : 10:30 AM

ORDER NO. : 809215-005

CUSTOMER NO: 4305738

CUSTOMER: Ms. Becky Heath
Hirschler Fleischer

Bldg. 701, Federal Reserve
Bank Building 701 East Byrd
Richmond, VA 23219

DOMESTIC FILING

NAME: SCI UNIVERSITY MARKETPLACE
FUND, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY (2)
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING (2)

CONTACT PERSON: Darlene Ward - EXT. 2935

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

SCI UNIVERSITY MARKETPLACE FUND, LLC**ARTICLE II - Address:**

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:11620 WILSHIRE BOULEVARDSUITE 300LOS ANGELES, CA 90025**Mailing Address:**11620 WILSHIRE BOULEVARDSUITE 300LOS ANGELES, CA 90025**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

Corporation Service Company

Name

1201 RAYS STREETFlorida street address (P.O. Box NOT acceptable)TallahasseeFLORIDA 32301

City, State, and Zip

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, Florida Statutes..

Corporation Service Company

By: [Signature]

Registered Agent's Signature

Assistant Secretary

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

SCI FUND MANAGER, Inc.

11620 WILSHIRE BLVD., SUITE 300

LOS ANGELES, CA 90025

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.**REQUIRED SIGNATURE:**

Signature of a member or an authorized representative of a member.

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

By: REBECCA S. HEATH

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)