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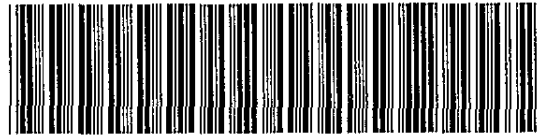
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Grace Real Estate, LLC

- Art of Inc. File _____
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- L.C. File _____
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- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
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- Fictitious Owner Search _____
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**ARTICLES OF ORGANIZATION OF
GRACE REAL ESTATE, LLC**

ARTICLE I

The name of the limited liability company shall be Grace Real Estate, LLC.

ARTICLE II

The period of the limited liability company's duration shall be ninety (90) years from the date of filing these Articles of Organization with the Department of State.

ARTICLE III

The purpose for which this limited liability company is organized is to engage in any activity or business permitted under the laws of the United States of Florida.

ARTICLE IV

The address of the principal office of this limited liability company in the state of Florida shall be located at 100 NE 3rd Avenue, Suite 620, in the City of Fort Lauderdale, County of Broward, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

The name and address of the initial registered agent is Mark S. Schecter, 100 N.E. 3rd Avenue, Suite 620, Fort Lauderdale, Florida 33301.

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, F.S.


Registered Agent's Signature

ARTICLE V

The percentage of ownership is as follows:

<u>Member</u>	<u>Pro-Rata Share</u>
Steven Roberts	50%
Jay Bernstein	50%

ARTICLE VI

There may be additional contributions to be made by the members.

ARTICLE VII

The members shall maintain the right to admit additional members.

ARTICLE VIII

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the limited liability company, the remaining members may continue the business of the limited liability company provided that the unanimous consent of the remaining members is secured.

ARTICLE IX

Management of this limited liability company is reserved to its members, whose names are as follows: Steven Roberts and Jay Bernstein

ARTICLE X

The names and addresses of the members are as follows:

<u>Name</u>	<u>Address</u>
Steven Roberts	16260 Via Venetia East Delray Beach, FL 33484
Jay Bernstein	16260 Via Venetia East Delray Beach, FL 33484

ARTICLE XI

Notwithstanding any other provision of these Articles or the Operating Agreement and for federal income tax purposes, a member's share of income, gain, loss, deduction, or credit shall be determined in accordance with the Company property/liabilities guaranteed or funded by one or more members therefore allowing for the allocation to the member or members that bear the economic risk of loss of such property/debt.

Date: _____

11/9/07



Mark S. Schechter
Schechter Law, P.A.
Attorney for and Authorized Agent of
Grace Real Estate, LLC
100 N.E. 3rd Avenue, Suite 620
Fort Lauderdale, FL 33301
(954) 779-7009
Florida Bar No. 183886

State of Florida)
)ss
County of Broward)

Pursuant to the provisions of Section 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Grace Real Estate, LLC

The name of the registered agent for Grace Real Estate, LLC is Mark S. Schecter, and the street address where the agent is located is 100 N.E. 3rd Avenue, Suite 620, Fort Lauderdale, Florida 33301.

This statement is to acknowledge that, as indicated above, Grace Real Estate, LLC has appointed me, Mark S. Schecter, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

By: 
Mark S. Schecter

Dated 11/9/04

The foregoing instrument was acknowledged before me this 9th day of November, 2004 by Mark S. Schecter, agent on behalf of Grace Real Estate, LLC. He is personally known to me or has produced _____ as identification.




Notary Public