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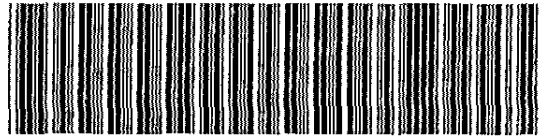
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NARDELLA CHONG
A PROFESSIONAL ASSOCIATION
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March 23, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: **GRACE MANAGEMENT, LLC**

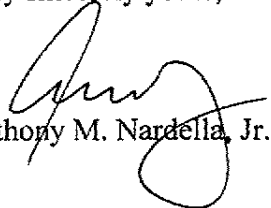
Dear Sir or Madame:

Enclosed please find an original and a copy of the Articles of Organization for the above-referenced corporation along with our check no. 1532 made payable to the Florida Department of State in the amount of \$125.00 in order to defray your filing fee for the Articles and Designation of Registered Agent.

Please return the file stamped copy of the Articles of Organization to the undersigned at your earliest convenience.

If you should have any questions, please feel free to contact the undersigned.

Very sincerely yours,



Anthony M. Nardella, Jr.

AMN/lt
Enclosure

cc: Mr. Pat Clark
Mr. Greg Gary

ARTICLES OF ORGANIZATION

OF

GRACE MANAGEMENT, LLC

**A Florida Limited Liability Company
225 S. Westmonte Drive, Suite 2080
Altamonte Springs, FL 32714**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I — Name

The name of the Limited Liability Company is:

GRACE MANAGEMENT, LLC

ARTICLE II — Purpose

The Company is organized to engage in any business permitted under the Act.

ARTICLE III — Address

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

**225 S. Westmonte Drive, Suite 2080
Altamonte Springs, FL 32714**

ARTICLE IV — Registered Agent and Registered Office

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

**Donald Greg Gary
225 S. Westmonte Drive, Suite 2080
Altamonte Springs, FL 32714**

ARTICLE V — Management

The Limited Liability Company is to be managed by a manager or managers and is, therefore, a manager-managed company. The identity and number of the managers will be established as provided in the Limited Liability Company's Operating Agreement.

FILED
05 MAR 28 PM 2:02
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE STATE OF FLORIDA
CLERK OF CIRCUIT COURT

ARTICLE VI — Operating Agreement

Any Operating Agreement (as defined in Section 608.402(24) of the Act), relating to this Limited Liability Company must be in writing and signed by all of the members.

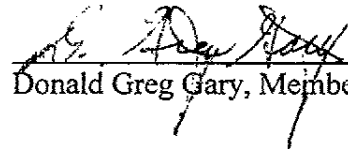
ARTICLE VII — Indemnification

The Limited Liability Company shall indemnify its members, managers and agents to the fullest extent permitted by law.

ARTICLE VIII — Limited Liability of Members and Managers

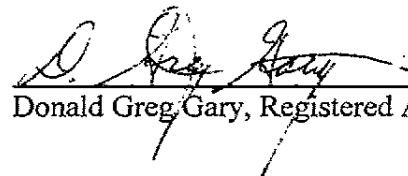
The private property of the members and managers shall not be subject to payment of the Limited Liability Company's debts to any extent.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 27th day of March, 2005.


Donald Greg Gary, Member

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.


Donald Greg Gary, Registered Agent