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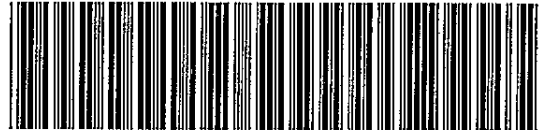
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BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

December 22, 2005

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: UNIVERSAL PROPERTY ASSOCIATES, L.L.C.

Gentlemen:

Please find the original and one (1) copy of the Articles of Organization for the above-referenced limited liability company, as well as our check in the amount of \$155.00 representing the following:

Filing Fee	\$ 100.00
Certificate Designating Resident Agent	25.00
Certified Copy of Articles of Organization	30.00

After filing the original Articles of Organization, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Erin Lubniewski, Legal Assistant

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
UNIVERSAL PROPERTY ASSOCIATES, L.L.C.**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is Universal Property Associates, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The effective date of the Company shall be January 1, 2006. The Company shall terminate on January 1, 2106.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and mailing address is as follows: 4300 NW 23rd Ave., #128, Gainesville, Florida 32606. The name and address of the Company's initial registered agent in the State of Florida is as follows: Brashear & Assoc., P.L., Attn: William Clayton Martin III, 926 NW 13th Street, Gainesville, FL 32601.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the unanimous approval of the members entitled to vote.

**ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) The death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, unless within ninety (90) days after such event all of the remaining members agree in writing to continue the business of the Company.

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**ARTICLE VI
MANAGEMENT**

The Company will be managed by Steven C. Colon in accordance with the Company's regulations. The names and business addresses of the managers are as follows:

<u>Name</u>	<u>Address</u>
Steven C. Colon	3751 SW 20 th Avenue Gainesville, Florida 32608

**ARTICLE VII
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

IN WITNESS WHEREOF, THE FOLLOWING MEMBER HAS EXECUTED THESE
ARTICLES OF ORGANIZATION ON THIS 22 DAY OF DECEMBER, 2005.

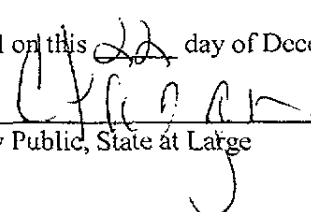

STEVEN C. COLON

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me personally appeared Steven C. Colon who is known to me to be the person who executed the foregoing Articles of Organization on behalf of Universal Property Associates, L.L.C.

In witness whereof, I have hereunto set my hand and seal on this 22 day of December, 2005


Notary Public, State at Large



Carrie Prescott Fagan
Commission # DD382361
Expires January 10, 2009
Bonded Troy Fain - Insurance, Inc. 800-385-7019

Printed Name _____
My Commission Expires: _____

**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: Universal Property Associates, L.L.C.
2. The name and address of the registered agent and office is:

BRASHEAR & ASSOC., P.L.
Attn: William Clayton Martin III
926 NW 13th Street
Gainesville, FL 32601

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.



William Clayton Martin III, Registered Agent

Date: 12/22/2005

SECRETARY OF STATE
FLORIDA

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