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PENSACOLA, FLORIDA 32591-3247

THOMAS G. REED, III
J. STEVEN FORD

TELEPHONE (850) 432-1100
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June 26, 2000

Secretary of State
Corporation Division
P. O. Box 6327
The Capitol
Tallahassee, FL 32304

700003348167--5
-08/07/00--01137--013
*****70.00 *****70.00

RE: TITLE OFFICES, L.L.C.

W-19782
700003348167--5
-08/18/00--01050--001
*****55.00 *****55.00

Dear Sir:

Enclosed herewith is an original and one copy of the Articles of Organization for the above-named corporation and a check in the amount of \$70.00 for the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a copy to this office. Should you have any questions, please do not hesitate to call me.

Very truly yours,



J. STEVEN FORD
For the Firm

JSF/wcf
Enclosures

FILED
00 AUG 17 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

unth
8/21



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 10, 2000

THOMAS G. REED III PA
PO BOX 13247
PENSACOLA, FL 32591-3247

SUBJECT: TITLE OFFICES, LLC
Ref. Number: W00000019782

We have received your document for TITLE OFFICES, LLC and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$55.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 900A00043-189

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
TITLE OFFICES, LLC.
A Florida Limited Liability Company**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes §608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be TITLE OFFICES, LLC. ("Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing and street address of the principal office of the company shall be:
1110 Riveria Dr. Jacksonville, FL 32207.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles of Organization.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the registered agent and registered office of the company in the state of Florida are F.E. Stevenson III, 1110 Riveria Dr. Jacksonville, FL 32207

ARTICLE V - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all members.

ARTICLE VI - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all members. A member may transfer his or her interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company, other than the member proposing to dispose of his or her interest, approve of the proposed transfer by unanimous written consent.

ARTICLE VII - TERMINATION OF EXISTENCE MEMBER'S RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company unless the business of the Company is continued by the consent of all remaining members, provided there is at least one remaining member.

ARTICLE VIII - INITIAL MANAGER

The company shall be managed by the members in accordance with the regulations adopted by all members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the Company is: F.E. Stevenson III, 1110 Riveria Dr. Jacksonville, FI 32207.

The initial manager shall serve until the first Annual Meeting of members or until his or her successor is elected and qualified or until a manager's death or resignation.

ARTICLE IX - INITIAL MEMBER

The name and address of the Initial Member of the Company who contributing initially cash and / or property valued at \$1000.00 to the Company is: F.E. Stevenson III, 1110 Riveria Dr. Jacksonville, FI 32207.

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TALLAHASSEE, FLORIDA

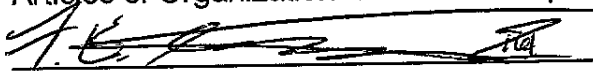
ARTICLE X - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, or repealed by the unanimous vote of the members.

ARTICLE XI - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles Of Organization in accordance with the Florida Limited Liability Company Act.

In Witness Whereof, the undersigned organizer has made and subscribed these Articles of Organization at Altamonte Springs, Fl on this 27th day of July, 2000.



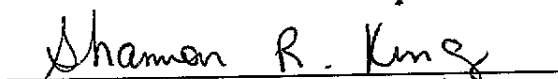
F.E. Stevenson III - Organizer
Authorized Representative of the Members

State of Florida
County of Duval

The foregoing instrument was acknowledged before me this 27th day of July, 2000 by F.E. Stevenson III as organizer and authorized representative of the members, who is personally know to me, or who provided a drivers license as identification.

My commission expires:




Notary Public State of Florida

Shannon R. King
Printed Name of Notary

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TALLAHASSEE, FLORIDA

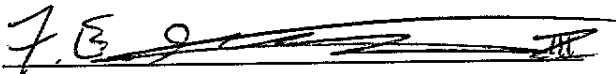
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section §608.415 or §608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designation the Registered Agent / registered office in the state of Florida.

1. The name of the limited liability company is:
TITLE OFFICES, LLC.
2. The name and address of the Registered Agent is:
F.E. Stevenson III, 1110 Riveria Dr. Jacksonville, Fl 32207

Having been named as Registered Agent and to accept services 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.

Dated this 27th day of July 2000.



F.E. Stevenson III
Resident Agent

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TALLAHASSEE, FLORIDA