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HOUSTON & SHAHADY, P.A.

316 Northeast Fourth Street
Fort Lauderdale, Florida 33301

Thomas R. Shahady, Esq.
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Telephone (954) 779-3800
Facsimile (954) 779-3808

September 13, 2000

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
VIA FEDERAL EXPRESS

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Re: Palm West Title Company, LLC

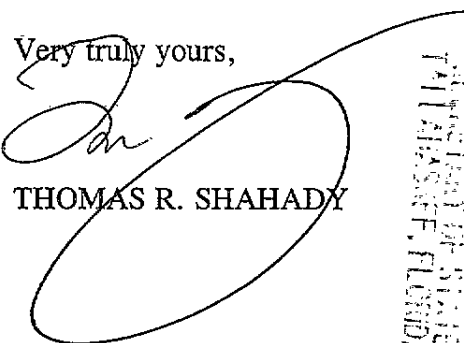
Gentlemen:

I am enclosing the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent to be filed for **Palm West title Company, LLC**, along with my check in the amount of \$125.00 which represents the filing fee for the Articles of Organization and Certificate of Designation of Registered Agent.

Please file these Articles and Certificate Incorporation and return a conformed copy in the stamped, self-addressed envelope enclosed for your convenience.

If you have any questions, please advise.

Very truly yours,


THOMAS R. SHAHADY

TRS/bsk
enclosures

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00 OCT 12 AM 9:14
TALLAHASSEE, FLORIDA

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Telephone (954) 779-3800
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October 2, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314
ATTENTION: Shawn Logan

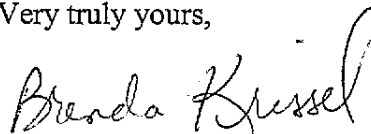
Re: Palm West Title Company, LLC

Dear Shawn:

Pursuant to our telephone conversation of this date, enclosed please find page 2 that was missing from the articles of organization that were previously provided to you regarding the above-referenced matter.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,



Brenda Krissel, Legal Assistant for
THOMAS R. SHAHADY

TRS/bsk
enclosure

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TALLAHASSEE, FLORIDA

**Articles of Organization
for
Palm West Title Company, LLC
A Florida Limited Liability Company
("Company")**

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, codified as Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization for such company:

ARTICLE I

Name

The name of the limited liability company ("Company") is:

Palm West Title Company, LLC

ARTICLE II

Address

The mailing and street address of the Company's principal office is 316 Northeast Fourth Street, Fort Lauderdale, Florida 33301.

ARTICLE III

Registered Agent/Registered Address

The name and street address of the initial registered agent and the mailing and street address for the principal office for this Company are as follows:

Registered Agent:
Thomas R. Shahady, Esq.
Houston & Shahady, P.A.
316 N.E. 4th Street
Fort Lauderdale, Florida 33301

ARTICLE IV

Duration

The period of the Company's duration shall be 30 years, beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

ARTICLE V

Continuation of Business After Certain Events

The remaining Members of the Company have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the consent of all the remaining Members, or by

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amendment of these Articles of Organization providing for the continued existence of the Company subsequent to any one or more of the foregoing events.

ARTICLE VI

Management by Members

The management of the Company shall be reserved to its Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional contributions or withdrawals by the Members.

The names and addresses of the managing Members are as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Shahady	316 N.E. 4th Street Fort Lauderdale, Florida 33301
Bart A. Houston	316 N.E. 4th Street Fort Lauderdale, Florida 33301
Robert Hochberg	606 N. Olive Avenue West Palm Beach, Florida 33401
Frank Palen	606 N. Olive Avenue West Palm Beach, Florida 33401
John George	4061 Royal Palm Beach Blvd. Royal Palm Beach, Florida 33411

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ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

ARTICLE VIII

Transfer of Member Interests

An interest of a Member of this Company may be transferred or assigned to such extent and in the manner provided in the Regulations. However, if all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to participate in the management of the business and affairs of this Company or to become a Member. The transferee shall be entitled

to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE IX

Organizing Member

The name and address of the organizing Member or incorporator executing these Articles of Organization are as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Shahady	316 N.E. 4th Street Fort Lauderdale, Florida 33301

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ARTICLE X

Withdrawal or Reduction of Member's Contributions to Capital.

A. A Member shall not receive out of the Company's property any part of its contribution to capital until:

- (1) all liabilities of the Company, except liabilities to Members on account of their contributions to capital have been paid or sufficient property of the Company remains to pay them,
- (2) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,
- (3) these Articles of Organization are canceled or so amended as to set out the withdrawal reduction.

B. A Member shall be entitled to the return of his or its contribution in the manner provided for in the Regulations of the Company.

ARTICLE XI

Amendment of Regulations

The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the Members of the Company.

ARTICLE XII

Amendment or Restatement of Articles of Organization.

Any amendment to or restatement of these Articles of Organization shall be in such form as prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statutes, Chapter 608, as shall be prescribed by the Department of State, and

shall be signed and sworn to by all Members of the Company necessary to take such action. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

ARTICLE XIII
Regulations of the Company

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members unless vested in Manager(s) of the Company by an amendment to the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XIV
Informal Action of Members

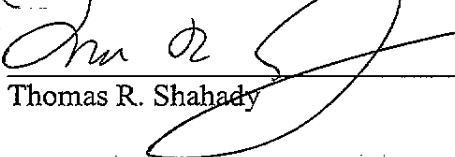
Any action of the Members may be taken without a meeting if consent in writing setting forth the action taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.

ARTICLE XV
Contracting Debt

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this Company except by the Members or if managed by Managers, by any Manager of this Company, unless otherwise provided herein or in the Regulations.

IN WITNESS WHEREOF, the undersigned Organizing Member have hereunto set their hands and seals this 6th day of September, 2000.

ORGANIZING MEMBER:


Thomas R. Shahady

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00 OCT 12 AM 9:14
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Thomas R. Shahady, who is personally known to me and known to be the person who executed the foregoing Articles of

Organization and he acknowledged to and before me that he executed such instrument in his respective capacity.

Brenda S. Krissel
Notary Public, State of Florida
My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
BRENDA S KRISSEL
COMMISSION # CC806871
EXPIRES 4/4/2003
BONDED THRU ABA 1-638 NOTARY

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CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

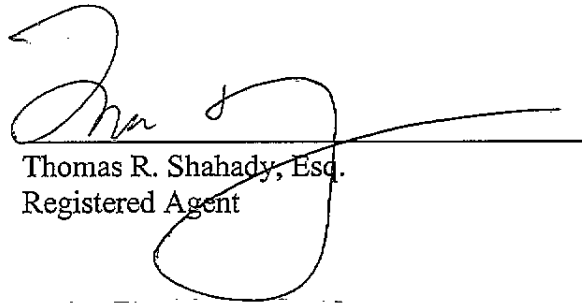
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

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 Palm West Title Company, LLC.
- 2.) The name and address of the registered agent and office is: Thomas R. Shahady, Esq., 316 NE 4th Street, Fort Lauderdale, Florida 33301.

Having been named registered agent and to accept service of process for the above-named 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 power and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 7th, 2000.


Thomas R. Shahady, Esq.
Registered Agent

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA