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MARCUS & MARCUS, P.A.

Michael J. Marcus

Douglas J. Pracher

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317 NORTH KROME AVENUE
HOMESTEAD, FLORIDA 33030-6077
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Joseph S. Marcus
(1927 - 1983)

Robert M. Hustead
Richard L. Hersch
of Counsel

October 20, 2000

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

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Re: Gateway Title and Closing Company, L.L.C.

Dear Sirs:

On behalf of the above named limited liability company, enclosed please find original and one (1) copy of Articles of Organization together with Statement of Registered Agent. Also enclosed please find our check made payable to Department of State in the amount of \$125.00, which reflects the filing fee for same. Please return the enclosed photocopy with stamped filing information to our office.

Thank you for your assistance in this matter.

Sincerely,

MARCUS & MARCUS, P.A.

By:

Michelle Tatham
MICHELLE TATHAM, PARALEGAL

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TALLAHASSEE, FL 32314

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 25, 2000

MICHELLE TATHAM
317 NORTH KROME AVENUE
HOMESTEAD, FL 33030-6077

SUBJECT: GATEWAY TITLE AND CLOSING COMPANY, L.L.C.
Ref. Number: W00000025710

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TALLAHASSEE, FLORIDA

We have received your document for GATEWAY TITLE AND CLOSING COMPANY, L.L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 600A00055670

**ARTICLES OF ORGANIZATION
OF
GATEWAY TITLE AND CLOSING COMPANY, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be **GATEWAY TITLE AND CLOSING COMPANY, L.L.C.**, and its principal office shall be located at *319 North Krome Avenue, Homestead, Florida 33030*, and its mailing address shall be *319 North Krome Avenue, Homestead, Florida 33030*, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To examine, certify and insure title to real estate; to make searches of the public records, documents and files and to do and perform all other acts pertaining to the transaction of the business of examining, certifying and insuring title to real estate.

2. To engage in any activity or business authorized under the Florida Statutes.

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3. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease or dispose of, letters patent of the United States or any Foreign Country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the Corporation or any other business association in which the Corporation may have an interest as stockholder or otherwise.

7. To manufacture, purchase or otherwise acquire, and to own, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise, and other personal property of every class and description whatsoever.

8. To act as financial, business or purchasing agent for domestic and foreign corporations, individuals, partnerships, associations or governmental units.

9. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

10. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges and franchises, or for any other lawful purpose of its incorporation; to issue Bonds, Promissory Notes, Bills of Exchange, Debentures, and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening

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Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III **EXERCISE OF POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV **MANAGEMENT**

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members and his successor is elected and qualified is as follows:

MICHAEL J. MARCUS
317 N. KROME AVENUE
HOMESTEAD, FLORIDA 33030

ARTICLE V **MEMBERSHIP RESTRICTIONS**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of the members and only in the manner prescribed in the Regulations of the company.

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On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI **CAPITAL CONTRIBUTIONS**

Capital contributions to **GATEWAY TITLE AND CLOSING COMPANY, LLC** by the members shall be as determined pursuant to the operating agreement. It is agreed that the members share or interest in the limited liability company shall be in proportion to the contrabutions made by those members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in shares proportionate to their respective interests in the business.

ARTICLE VII **PROFITS AND LOSSES**

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows in proportion to their respective share or interst in the limited liability company. The distributive share of the profits shall be determined and paid to the members yearly, within ninety days from the end of the fiscal year.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same percentages as set forth above.

ARTICLE VIII **DURATION**

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 317 North Krome Avenue, Homestead, Florida 33030, and the name of the company's initial registered agent at that address is Michael J. Marcus.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of GATEWAY TITLE AND CLOSING COMPANY, L.L.C.

Executed by the undersigned at Homestead Florida on this 20th day of October, 2000.



Michael J. Marcus

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TALLAHASSEE, FLORIDA

STATEMENT OF REGISTERED AGENT

State of Florida)
)ss
County of Miami-Dade)


Pursuant to the provisions of Sections 608.415 and 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 *GATEWAY TITLE AND CLOSING COMPANY, L.L.C.*

The name of the registered agent for *GATEWAY TITLE AND CLOSING COMPANY, L.L.C.* is *MICHAEL J. MARCUS* and the street address of the company's principal office where the agent is located is 317 North Krome Avenue, Homestead, Florida 33030.

This statement is to acknowledge that, as indicated above, *GATEWAY TITLE AND CLOSING COMPANY, L.L.C.* has appointed me, *MICHAEL J. MARCUS*, 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.

Dated OCTOBER 20, 2000.


Michael J. Marcus

The foregoing instrument was acknowledged before me this 20th day of October, 2000 by *Michael J. Marcus* agent on behalf of *GATEWAY TITLE AND CLOSING COMPANY, L.L.C.*, a limited liability company, who is personally known to me or has produced FL. DRIVER'S as identification.
LICENSE




Notary Public
State of Florida at Large

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