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L010000000746

December 29, 2000

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

Re: FORTRESS TITLE, L.C.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Organization of a Florida Limited Liability Company.

\$250.00 Filing Fee for Articles of Organization
and Affidavit

\$ 35.00 Designation of Registered Agent

Please provide a letter of acknowledgment to the undersigned.

Thank you for your assistance.

Sincerely,



Scott W. Fallar

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****285.00 ****160.00

SWF/tr
Enclosures

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 9, 2001

SCOTT W. FALLAR
CRABTREE & FALLAR PA
8777 SAN JOSE BLVD BLDG A SUITE 200
JACKSONVILLE, FL 32217

SUBJECT: FORTRESS TITLE, L.C.
Ref. Number: W01000000531

We have received your document for FORTRESS TITLE, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 501A00001069

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

FORTRESS TITLE, L.C.

ARTICLE I - NAME AND ADDRESS

The name of this Limited Liability Company is FORTRESS TITLE, L.C., and the mailing address and street address of the principal business address of the Limited Liability Company is 8777 San Jose Boulevard, Building A, Suite 205, Jacksonville, Florida 32217.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 608.407, Florida Statutes, this Limited Liability Company shall commence upon the date of execution of these Articles of Organization. This Limited Liability Company shall have perpetual existence.

ARTICLE III - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Limited Liability Company is 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, and the name of its initial

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TALLAHASSEE, FLORIDA

registered agent at such address is Scott W. Fallar.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by the members.

The names and addresses of the managing members are:

Scott W. Fallar
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

Ralph R. Crabtree
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of any admission shall be unanimously agreed upon in writing by the members. No additional members shall be admitted unless all members unanimously agree to the specific terms and conditions of the admission.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

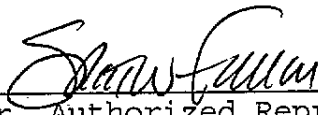
The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of

a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be:

The remaining members of the Limited Liability Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member on the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless:

A. 100% of the remaining members vote to dissolve the limited liability company, or

B. The number of remaining members of the limited liability company shall be reduced to one.



Scott W. Fallar, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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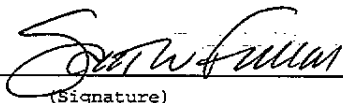
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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 FORTRESS TITLE, L.C.
2. The name and address of the registered agent and office is:

Scott W. Fallar, Esq.
8777 San Jose Boulevard
Building A, Suite 200
Jacksonville, Florida 32217

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.


(Signature)

1/11/01
(Date)

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