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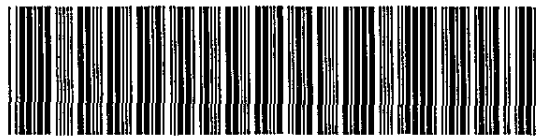
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Stanley M. Campbell, Jr.
Attorney at Law

Phone: (954) 920-0766 Fax: (954) 920-0729 Cell: (954) 695-5422

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TALLAHASSEE, FLORIDA

May 8, 2003

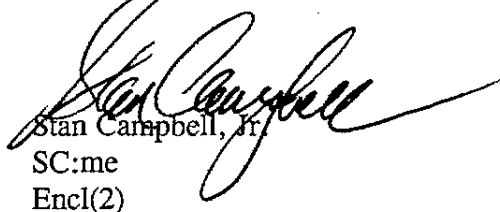
State of Florida
Department of State, Div of Corporations
409 E. Gaines Street.
Tallahassee, FL 32399

Re: Amended & Restated Articles for Guaranty Trust & Title of Hollywood, L.C.

Dear Sir or Madam:

Enclosed is my check for \$35.00. Please file the enclosed Amended & Restated Articles of Organization of the referenced corporation and return a copy to me.

Thank you very much for your efforts in this matter.


Stan Campbell, Jr.
SC:me
Encl(2)

**AMENDED & RESTATED ARTICLES OF ORGANIZATION
OF GUARANTY TRUST & TITLE, OF HOLLYWOOD, L. C.**

The undersigned, for the purpose of amending Articles of Organization of a limited liability company under the Florida Limited Liability Company Act., hereby make, acknowledge, and file the following Amended & Restated Articles of Organization

ARTICLE I - NAME

The name of the Limited Liability company shall be changed to GUARANTY TRUST & TITLE, OF HOLLYWOOD, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is amended from 220 N. State Rd., #7, Hollywood, FL 33024 to 1915 Hollywood Blvd., Suite 204 A, Hollywood, Fl 33320

ARTICLE III - DURATION

The company shall continue its existence under these Amended & Restated Articles of Organization on the date this Amendment to articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless it is earlier dissolved as provided in these articles of organization and by law.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is Stan Campbell, Esq. , 1915 Hollywood Blvd., #206, Hollywood, FL 33020

ARTICLE V - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all of the members of the company and on such terms and conditions as shall be determined by all of the 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 VI - TERMINATION OF EXISTENCE

The company shall be dissolved on any event which causes a dissolution of the company as stated in the operating agreement, including the bankruptcy, insolvency or dissolution of a member or manager, 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 of the remaining members, provided there are at least two remaining members.

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ARTICLE VII - MANAGEMENT

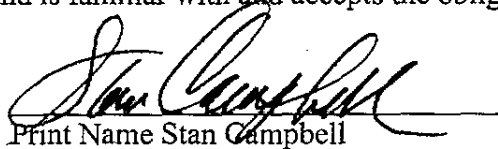
The company shall be managed by member, Guaranty Trust & Title, Inc., in accordance with the operating agreement and regulations adopted by the members for the management of the company. These contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are changed as follows:

GUARANTY TRUST & TITLE, INC., 1915 Hollywood Blvd., #206, Hollywood, Florida, 33020

REAL PRO HOLDINGS, INC., 220 NORTH STATE ROAD 7, HOLLYWOOD, 33021 in exchange for the prior member of HOMELENDERS, INC.

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the original articles of organization of Guaranty Trust & Title of Hollywood, L.L.C., as the registered agent of this limited liability company, hereby continues his consent to accept service of process for the above stated company at the place designated in these amended articles of organization, and affirms his appointment as registered agent and agrees to act in this capacity. The undersigned further ratifies his agreement comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



Print Name Stan Campbell
Registered Agent

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on this 8th day of May, 2003.

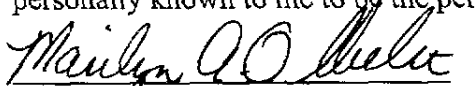
Guaranty Trust & Title, Inc., an authorized member of
Guaranty Trust & Title of HOLLYWOOD, L.L.C.

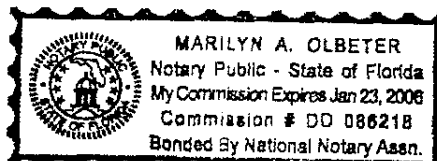
By: 
Print Name Stan Campbell, C.E.O.

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 8th day of May, 2003, by Stan Campbell, who is personally known to me to be the person who has executed the above and foregoing document.


Print _____, Notary
State of Florida



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MAY 12 PM 2:25
HOLLYWOOD, FLORIDA