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Stanley B. Campbell, Jr.
Attorney at Law

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August 28, 2001

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

201-3703

Re: Amended and Restated Articles of Organization of Guaranty Trust & Title, of Broward, L.C.

Dear Sir or Madam:

Enclosed please find my check for \$25.00 for the filing of the referenced Amended and Restated Articles which the original and a copy are enclosed.

Please file same and return to me at your convenience, a copy of same as filed.

Sincerely:

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*****25.00 *****25.00

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

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DIVISION OF CORPORATIONS
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Email:
ScubaStanC@aol.com

1915 Hollywood Blvd., Suite 206
Hollywood, FL 33020

**AMENDED and RESTATED ARTICLES OF ORGANIZATION
OF GUARANTY TRUST & TITLE, INC. OF BROWARD, L.C.**

The undersigned, for the purpose of Amending the Articles of GUARANTY TRUST & TITLE, INC, OF BROWARD, L.C., a limited liability company under the Florida Limited Liability Company Act., F.S. Chapter 608.411, hereby make, acknowledge, and file the following Amendments and Restatement of the Articles of Organization

ARTICLE I - NAME

The name of the Limited Liability company was originally filed as GUARANTY TRUST & TITLE, INC. OF BROWARD, L.C. on March 9, 2001, is hereby Amended and Restated to be GUARANTY TRUST & TITLE OF SOUTH FLORIDA, L.C. as of 9/1/01

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1915 Hollywood Blvd., #206 Hollywood, FL 33320

ARTICLE III - DURATION

The company shall commence its existence on the date these amended and restated 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 the death, bankruptcy, 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

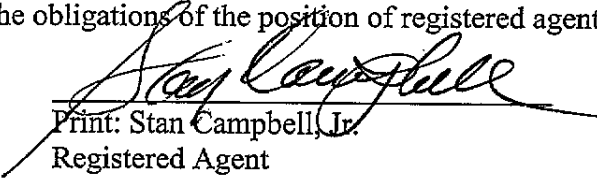
The company shall be managed by member, Guaranty Trust & Title, Inc., in accordance with the operating agreement and regulations adopted by the members for the management of the company. These contain provisions for the regulation and management of the affairs of the company not inconsistent with law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

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

UNITED PROPERTIES, INC. 2625 Executive Park Drive, #5, Weston, FL 33331

ARTICLE VIII - ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the amended and restated articles of organization of Guaranty Trust & Title of South Florida, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to 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.

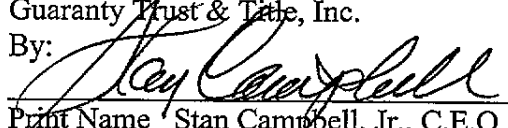

Print: Stan Campbell, Jr.
Registered Agent

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization on this 27th day of August, 2001.

Guaranty Trust & Title, Inc.

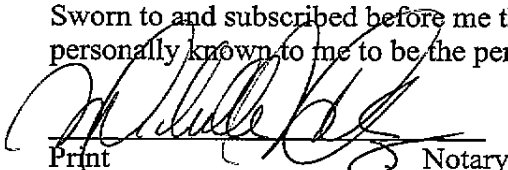
By:


Print Name Stan Campbell, Jr., C.E.O.

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 23d day of February, 2001, 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

