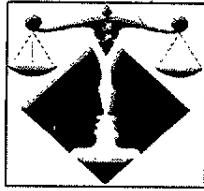


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**ROBERT J.
PELLEGRINO, P.A.**
Attorney at Law

June 6, 2002

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs,

Please find enclosed Articles of Organization for Pro Title, L.L. C., as well as a check for \$125.00 dollars for the fee.

I appreciate your courtesy and cooperation herein.

Sincerely,

Robert J. Pellegrino, Esq.
Florida Bar # 0006246

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-06/10/02--01065--006
*****125.00 *****125.00

FILED

02 JUN 10 PM 1:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1500 Colonial Boulevard
Suite 102
Fort Myers, Florida 33907
(941) 939-0600, Fax (941) 939-0605, e-mail floridalawyers@hotmail.com
RJP Admitted: Florida and New York

ARTICLES OF ORGANIZATION

OF

PRO TITLE, L.L.C.

ARTICLE I. NAME

THE NAME OF THE LIMITED LIABILITY CORPORATION IS:

PRO TITLE, L.L.C.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. PRINCIPAL OFFICE

THE MAILING ADDRESS AND STREET ADDRESS OF THIS CORPORATION'S
PRINCIPAL OFFICE IS :

1500 Colonial Boulevard, Suite 102 Fort Myers, Florida 33907

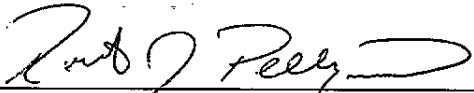
ARTICLE III. REGISTERED AGENT AND REGISTERED AGENT'S SIGNATURE

THE NAME AND THE FLORIDA STREET ADDRESS OF THE REGISTERED
AGENT ARE:

Robert J. Pellegrino, Esq.,
1801 Brantley Road
Apt 1009
Fort Myers, Florida 33907

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 THAT CAPACITY. I FURTHER AGREE TO
COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATING TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND THAT I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS

REGISTERED AGENT AS PROVIDED IN CHAPTER 608, F.S.


REGISTERED AGENT - Robert J. Pellegrino

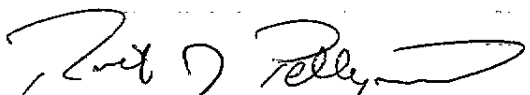
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. MANAGEMENT

THIS LIMITED LIABILITY CORPORATION IS TO BE MANAGED BY ONE MANAGER OR MORE MANAGERS AND IS, THEREFORE A MANAGER MANAGED COMPANY.


MEMBER - Robert J. Pellegrino

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.


MEMBER - Robert J. Pellegrino