



L020000016496

ACCOUNT NO. : 072100000032

REFERENCE : 645138 7286177

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizit

ORDER DATE : June 28, 2002

ORDER TIME : 12:16 PM

ORDER NO. : 645138-005

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CUSTOMER NO: 7286177

CUSTOMER: Mr. H. William Vazquez
Kaufman Englett And Lynd, P.a.

Suite 302
1230 Douglas Avenue
Longwood, FL 32779

DOMESTIC FILING

NAME: K.E.L. SOUTHERN TITLE, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

VB
7-1-02

02 JUN 28 PM 4:00
DIVISION

02 JUN 28 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVAL
AND
FILED

**ARTICLES OF ORGANIZATION FOR
K.E.L. SOUTHERN TITLE, LLC,
a Florida Limited Liability Company**

ARTICLE I. - NAME

The name of the Limited Liability Company is: K.E.L. Southern Title, LLC.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of K.E.L. Southern Title, LLC, is: 733 West Colonial Drive, Suite 200, Orlando, FL 32804

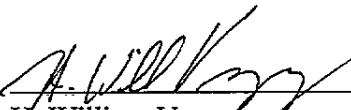
**ARTICLE III. - REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent are:

H. William Vazquez
733 West Colonial Drive
Suite 200
Orlando, FL 32804

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 as provided for in Chapter 608, F.S.

6-24-02
Date


H. William Vazquez

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ARTICLE IV. - MANAGEMENT

K.E.L. Southern Title, LLC, is to be managed by member-managers. The names and addresses of such member-managers who are to serve as member-managers are:

1. Jeffrey S. Kaufman
K.E.L. Title Insurance Agency, Inc.
733 West Colonial Drive
Suite 200
Orlando, FL 32804
2. Matthew S. Englett
K.E.L. Title Insurance Agency, Inc.
733 West Colonial Drive
Suite 200
Orlando, FL 32804
3. Craig R. Lynd
K.E.L. Title Insurance Agency, Inc.
733 West Colonial Drive
Suite 200
Orlando, FL 32804
4. H. William Vazquez
K.E.L. Title Insurance Agency, Inc.
733 West Colonial Drive
Suite 200
Orlando, FL 32804

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members, and the terms and conditions of such admissions, shall be made by unanimous agreement of all Member-Managers.

ARTICLE VI. - MEMBERS' RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of K.E.L. Southern Title, LLC, to continue the business on the death, retirement, resignation, expulsion, 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 as follows:

The members of K.E.L. Southern Title, LLC, agree that the company shall not automatically dissolve upon the death, retirement, resignation, expulsion, or dissolution of a member, or the

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occurrence of any other event which terminates the continued membership of a member in the limited liability company. In the alternative, the remaining members shall vote to determine whether to continue the business when a member leaves. The business of the limited liability company shall continue as before if the consent of all the remaining members is given as provided below, thereby dispensing with the need to dissolve and wind-up the business.

K.E.L. Southern Title, LLC shall continue, despite the dissociation of any member-manager or member, if consent is given by:

(1) The remaining members holding a majority of the sharing ratios of all the remaining members. This determination shall be based on a reasonable estimate of profits from the date of the dissociation to the projected termination of the limited liability company, taking into account present and future allocations of profits under the operating agreement that is in effect as of the date of the dissolution event; and

(2) The remaining members holding a majority of the capital accounts of all of the remaining members. This determination shall be made as of the date of the dissociation.

The rights of the members expressed herein are intended to conform with Section 608.441(1)(c), Florida Statutes.


Member Signature

(In accordance with §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.)

H. William Vazquez

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