

L02000027131

PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.
A FLORIDA LIMITED LIABILITY PARTNERSHIP

ATTORNEYS AND COUNSELORS AT LAW

<http://paveselaw.com>

4635 S. DEL PRADO BLVD.
CAPE CORAL, FLORIDA 33904

POST OFFICE BOX 100088
CAPE CORAL, FLORIDA 33910-0088

(239) or (941) 542-3148
FAX (239) or (941) 542-8953

MICHAEL A. GENNARO
michaelgennaro@paveselaw.com

PLEASE REPLY TO
CAPE CORAL OFFICE

October 11, 2002

400008355184--2
-10/14/02--01029--003
*****125.00 *****125.00

Via: Federal Express

Corporate Records Bureau
Department of State
Attn: New Filings
409 East Gaines Street
Tallahassee, Florida 32314

Re: Southern Gulf Title, L.L.C.

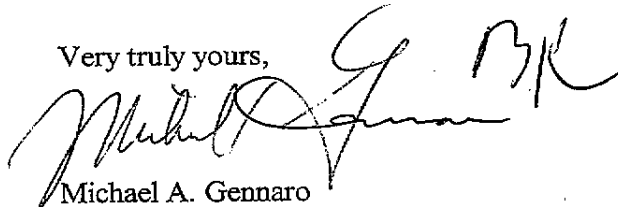
Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Organization regarding Souther Gulf Title, L.L.C., together with a check in the amount of \$125.00.

Please stamp and return a copy of the Articles of Organization in the enclosed, self-addressed Federal Express envelope.

Thank you for your cooperation in this matter.

Very truly yours,



Michael A. Gennaro

MAG/cmb
enclosure

FILED
02 OCT 14 AM 9:20
SEAL/HUT OF STATE
TALLAHASSEE, FLORIDA

1833 HENDRY STREET
P.O. DRAWER 1507
FORT MYERS, FLORIDA 33902-1507
(239) 334-2195
FAX (239) 332-2243

SUITE 203
4524 GUN CLUB ROAD
WEST PALM BEACH, FLORIDA 33415
(561) 471-1366
FAX (561) 471-0522

461 S. MAIN STREET
P.O. DRAWER 2280
LA BELLE, FLORIDA 33975
(863) 675-5600
FAX (863) 675-4998

ARTICLES OF ORGANIZATION OF
SOUTHERN GULF TITLE, L.L.C.

The undersigned certifies that he is acting as the organizing Member for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further certifies that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

02 00 PM 9:20
FILED
TALLAHASSEE
STATE
FLORIDA

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **SOUTHERN GULF TITLE, L.L.C.**, and its principal office shall be located at 3629 S. Del Prado Boulevard, in the City of Cape Coral, County of Lee, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate. The mailing address shall be 3629 South Del Prado Boulevard, Cape Coral, Florida 33904.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and

to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

There shall be four (4) initial members of this limited liability company, whose names, addresses and percentages of ownership are as follows:

Glascow Enterprises A Virginia Corporation 1051 East Cary Street, 7 th Floor Richmond, Virginia 23218	51%
Robert Gerrero 3015 SE 22 nd Place Cape Coral, Florida 33904	16.34%
Jeffrey Gerrero 2267 SE 27 th Terrace Cape Coral, Florida 33904	16.33%
Joseph R. Pavich 22569 Island Lakes Drive Estero, Florida 33928	16.33%

ARTICLE IV
EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V
MANAGEMENT

The limited liability company shall be managed by not less than one (1) manager. The following is the name and address of the individual who shall initially serve as manager of the limited liability company until the first annual meeting of the members or until his successors are elected and qualify in accordance with the regulations:

ROBERT BRADSHAW
3629 S. Del Prado Boulevard
Cape Coral, Florida 33904

ARTICLE VI
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members, or except as specified in a separate written agreement regarding purchase and sale executed by all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VII
DISTRIBUTIONS

The members shall be entitled to the net profits, as defined in the regulations, arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. The distribution of the profits shall be determined as provided in the regulations of the company.

ARTICLE VIII
DURATION

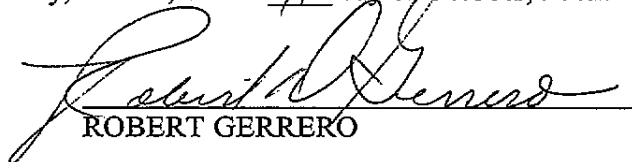
The limited liability company shall commence on the date the Articles of Organization are duly filed as required by law and shall continue in existence for a term of Fifty (50) years, unless sooner terminated, liquidated or dissolved, as provided in the regulations adopted by members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4635 Del Prado Boulevard, City of Cape Coral, County of Lee, State of Florida, and the name of the company's initial registered agent at that address is MICHAEL GENNARO.

The undersigned, being the organizing member of the limited liability company, certifies that this instrument constitutes the proposed articles of Organization of **SOUTHERN GULF TITLE, L.L.C.**

Executed by the undersigned at Lee County, Florida, on the 11 day of October, 2002.



ROBERT GERRERO

STATE OF FLORIDA)
COUNTY OF LEE)

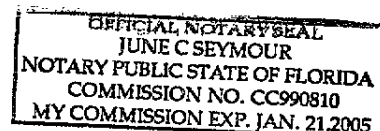
I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ROBERT GERRERO, who is personally known to me to be the person who made and subscribed to the foregoing Articles of Organization and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 11th day of October, 2002.

NOTARY SEAL


JUNE C. SEYMOUR, Notary Public
My Commission No. is: _____
My Commission Expires: _____

F:\WPDATA\MAG\CORPORAT\Southern Gulf Title\Articles.wpd



02 OCT 14 AM 9:20
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

02 OCT 14 AM 9:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF LEE)

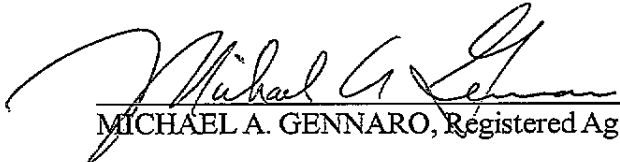
Pursuant to the provisions of Section 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida.

The name of the limited liability company is **SOUTHERN GULF TITLE, L.L.C.**

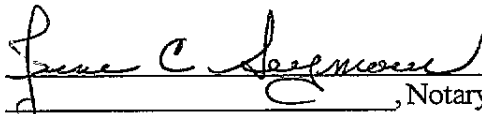
The name of the registered agent for **SOUTHERN GULF TITLE, L.L.C.** is **MICHAEL A. GENNARO**, and the street address of the company's principal office where the agent is located is 4635 Del Prado Boulevard, Cape Coral, Lee County, Florida. The mailing address is PO Box 100088, Cape Coral, Florida 33910.

This statement is to acknowledge that, as indicated above, **SOUTHERN GULF TITLE, L.L.C.** has appointed me, **MICHAEL A. GENNARO**, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated: This 11th day of October, 2002.


MICHAEL A. GENNARO, Registered Agent

The foregoing instrument was acknowledged before me this 11th day of October, 2002, by **MICHAEL A. GENNARO**, agent on behalf of **SOUTHERN GULF TITLE, L.L.C.**, a limited liability company and is personally known to me.


_____, Notary Public
My Commission Number is: _____
My Commission Expires: _____

