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2/16 amend & restated
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TALLAHASSEE, FLORIDA

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Attorney at Law

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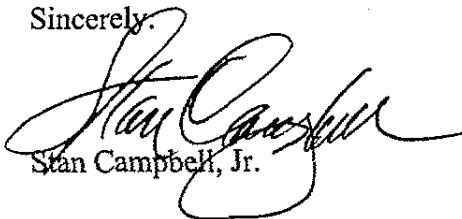
February 10, 2004

Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, FL 32314

Re: Amended & Restated Articles of Organization of Guaranty Trust & Title, of Central Dade,
changing name to Guaranty Trust & Title of Carousel, L.L.C..

Enclosed is an original and one copy of the Amended and Restated Articles of organization and
a check for \$35.00 for Filing Fee. Please file same and send me a copy at your convenience..

Sincerely,



Stan Campbell, Jr.

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF GUARANTY TRUST & TITLE OF CENTRAL DADE, L.L.C. TO BECOME
GUARANTY TRUST & TITLE OF CAROUSEL, L.L.C.**

The undersigned, for the purpose of amending the Articles of Organization of Guaranty Trust & Title of Central Dade, L.L.C., heretofore filed 12/13/02 under the Florida Limited Liability Company Act., F.S. Chapter 608, hereby make, acknowledge, and file the following Amended and Restated Articles of Organization

ARTICLE I - NAME

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

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company shall be 1915 Hollywood Blvd., #205, Hollywood, Fl 33320

ARTICLE III - DURATION

The company, as amended shall continue its existence with the new name as of the date these articles of organization as filed with 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 shall remain as 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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TALLAHASSEE, FLORIDA

ARTICLE VII - MANAGEMENT


The company shall continue to 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 hereby changed to be as follows:

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

CAROUSEL TITLE CORPORATION, 3108 DEL PRADO BLVD., #4, CAPE CORAL,
FL 33904

ARTICLE VIII - ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the original articles of organization of GUARANTY TRUST & TITLE OF CAROUSEL, L.L.C., as the registered agent of this limited liability company, hereby reaffirms his consents to accept service of process for the above stated company at the place designated in the articles of organization, and reaffirms the acceptance and the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to continue 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
Registered Agent


IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on this ____ day of February, 2004.


Stan Campbell

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this ____ day of February, 2004, 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

