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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 913463 9643A

AUTHORIZATION

COST LIMIT : \$ 125.00

Patricia Pizante

ORDER DATE : January 30, 2003

ORDER TIME : 12:48 PM

ORDER NO. : 913463-005

CUSTOMER NO: 9643A

CUSTOMER: Steven Wallace, Esq
Sachs, Sax & Klein, P.a.

Suite 4150
301 Yamato Road
Boca Raton, FL 33431

DOMESTIC FILING

NAME: KMS TITLE COMPANY, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
KMS TITLE COMPANY, LLC**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is: KMS TITLE COMPANY, LLC.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be: c/o K&M Realty Investments and Construction, Mizner Park Office Tower, 225 NE Mizner Blvd., Suite 300, Boca Raton, Florida 33432, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

This Limited Liability Company may engage in any activity or activities permitted under the laws of the State of Florida.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be Steven E. Wallace, Esq., 3110 Kingswood Terrace, Boca Raton, Florida 33431.

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers, with the exact number to be specified as set forth in the Operating Agreement of the Company, unless the Operating Agreement is hereafter amended to provide that the Company shall be managed otherwise.

ARTICLE VII

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are pecuniarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE VIII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

ARTICLE IX

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE X

The power to adopt, alter, amend or repeal the regulations of this Limited Liability Company shall be vested in the manager(s).

IN WITNESS WHEREOF, I, Steven E. Wallace, the undersigned, being a manager, for the purpose of forming a Limited Liability Company to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of January, 2003.

By: Steven E. Wallace
Steven E. Wallace, Manager

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 30th day of January, 2003, by Steven E. Wallace, as the manager of KMS Title Agency, LLC, on behalf of the Limited Liability Company. He is (personally known to me) (or has produced her drivers license) as identification.



MARCIA KUCZWANSKI
My Commission Expires April 28, 2006
Commission No. DD 108577

Marcia Kuczwanski
Notary Public
State of Florida at Large
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

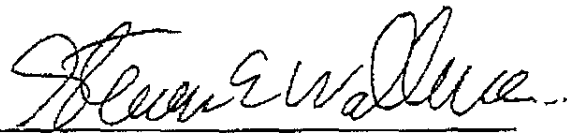
1. The name of the limited liability company is:

KMS TITLE COMPANY, LLC

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

Steven E. Wallace, Esq.
3110 Kingswood Terrace
Boca Raton, Florida 33431

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.


Steven E. Wallace, Esq.

Date: January 30, 2003