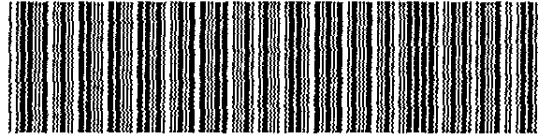


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TALLAHASSEE, FLORIDA



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04/24/03--01031--013 **130.00

(Requestor's Name)

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TALLAHASSEE, FLORIDA

Yvette Betancourt
2400 SW 21st Street
Miami, Florida 33145

April __, 2003

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

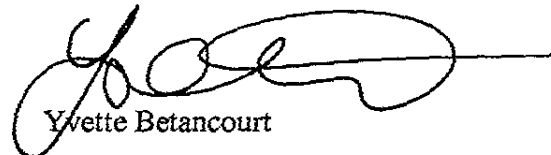
Registration Section:

Enclosed for your review and filing please find the following:

- (i) Articles of Organization of The Phoenix Group LLC,
- (ii) Certificate of Designation of Registered Agent, and
- (iii) Check No. _____ for \$130.00 for the following:
 - 1. filing fee (\$100.00),
 - 2. designation of registered agent (\$25.00), and
 - 3. certificate of status (\$5.00).

Please do not hesitate to contact me should you have any questions or comments.

Sincerely,



Yvette Betancourt

**ARTICLES OF ORGANIZATION
OF
THE PHOENIX GROUP LLC**

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03 APR 24 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Chapter 608, Florida Statutes).

ARTICLE I

Name:

The name of this limited liability company is:

The Phoenix Group LLC (the "Company")

ARTICLE II

Mailing Address and Street Address:

The Company's mailing and street address is:

2400 SW 21 Street
Miami, Florida 33145

ARTICLE III

Duration:

The Company shall exist from the date of filing these Articles with the Florida Department of State until the occurrence of any of the events specified in Section 608.441, Florida Statutes, unless continued by the unanimous consent of all of the members.

ARTICLE IV

Name and address of Registered Agent/Registered Office:

The name and address of the limited liability company's initial registered agent/registered office is:

Yvette Betancourt
2400 SW 21st Street
Miami, Florida 33145

ARTICLE V

Members and address of Members:

The following will act as members of the Company:

Pearl Marketing LLC
2400 SW 21st Street
Miami, Florida 33145

ServiceOne Title Corp.
6187 NW 167TH Street, Suite H34
Miami Lakes, Florida 33015

ARTICLE VI

Management of the Company:

Subject to the terms and conditions of the Operating Agreement of the Company, the Company is to be managed by Yvette Betancourt as President.

ARTICLE X

Date of Existence of the Company:

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 17th day of April, 2003.


YVETTE BETANCOURT

(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.)

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03 APR 24 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
03 APR 24 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. The name of the limited liability company is:

The Phoenix Group LLC

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

Yvette Betancourt
2400 SW 21st Street
Miami, Florida 33145

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, Florida Statutes.

By: _____

YVETTE BETANCOURT

DATED: this 18 day of April, 2003