

L03 0000 16034

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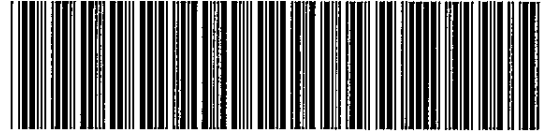
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 080502 7362192

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 125.00

ORDER DATE : May 5, 2003

ORDER TIME : 10:30 AM

ORDER NO. : 080502-015

CUSTOMER NO: 7362192

CUSTOMER: H. William Vazquez, Esq.
The Law Offices Of H. William
Vazquez, P.a.
Suite 105
2500 Maitland Center Parkway
Maitland, FL 32751

DOMESTIC FILING

NAME: EXCEPTIONAL TITLE III, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION FOR
EXCEPTIONAL TITLE III, LLC,
a Florida Limited Liability Company**

ARTICLE I. - NAME

The name of the Limited Liability Company is: Exceptional Title III, LLC.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of Exceptional Title III, LLC,
is: 2500 Maitland Center Parkway, Suite 105, Maitland, FL 32751.

**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, Esq.
2500 Maitland Center Parkway
Suite 105
Maitland, FL 32751.

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.

5-2-03
Date

H. William Vazquez
H. William Vazquez

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TALLAHASSEE, FLORIDA

ARTICLE IV. - MANAGEMENT

Exceptional Title III, 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. H. William Vazquez, Esq.
c/o Exceptional Title Insurance Agency, Inc.
2500 Maitland Center Parkway
Suite 105
Maitland, FL 32751

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 Exceptional Title III, 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 Exceptional Title III, LLC, agree that the company shall not automatically dissolve upon 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. 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.

Exceptional Title III, 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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