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WILLIAM T. KIRTLEY, P. A.
ATTORNEY AT LAW

TELEPHONE
(941) 366-4222
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1776 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

January 26, 2004

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

Re: TITLE AFFILIATES OF PHILADELPHIA, L.L.C.

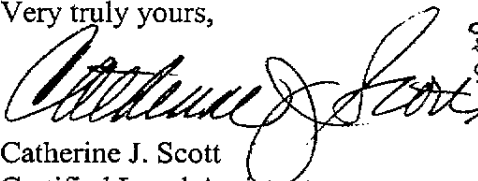
Gentlemen:

Enclosed for filing with your office are Articles of Organization for TITLE AFFILIATES OF PHILADELPHIA, L.L.C. Also enclosed is a check in the amount of \$155 representing the filing fee of \$100, the designation of agent fee of \$25 and the certified copy fee of \$30.

Please return the certified copy of the Articles of Organization to the undersigned at your earliest convenience. If you have any questions with respect to this filing, please contact the undersigned.

Thank you for your assistance with this filing.

Very truly yours,


Catherine J. Scott
Certified Legal Assistant

Enclosures

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**ARTICLES OF ORGANIZATION
OF
TITLE AFFILIATES OF PHILADELPHIA, L.L.C.**

ARTICLE I - NAME

The name of the Limited Liability Company is:

TITLE AFFILIATES OF PHILADELPHIA, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 4900 Creekside Drive, Suite F, Clearwater, Florida 33760.

**ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE
AND RESIDENT AGENT'S SIGNATURE**

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

William T. Kirtley
1776 Ringling Boulevard
Sarasota, Florida 34236

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.


WILLIAM T. KIRTLEY

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ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

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.

Dated at Richmond, Virginia this 2nd day of January, 2004.

USA TITLE AFFILIATES, INC., its Managing Member

By Janet A. Alpert
Janet A. Alpert, President

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