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Stanley M. Campbell, Jr.
Attorney at Law

Phone: (954) 920-0766 Fax: (954) 920-0729 Cell: (954) 695-5422

May 20, 2004

State of Florida
Department of State, Div of Corporations
409 E. Gaines Street.
Tallahassee, Fl 32399

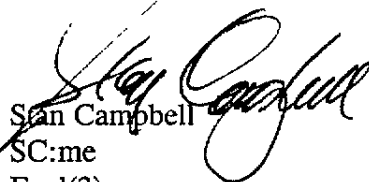
Re: Articles of Organization for Guaranty Trust & Title -Tri County, L.L.C.

Dear Sir or Madam:

Enclosed are Articles of Organization for the referenced L.L.C. and my check for \$125.00.

Please file the Articles and return to me a copy indicating same.

Thank you very much:


Stan Campbell
SC:me
Encl(3)

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**ARTICLES OF ORGANIZATION
OF GUARANTY TRUST & TITLE - TRI-COUNTY, L.L.C.**

The undersigned, for the purpose of filing Articles of Organization of a limited liability company the Florida Limited Liability Company Act., hereby make, acknowledge, and file the following Articles of Organization

ARTICLE I - NAME

The name of the Limited Liability company shall be GUARANTY TRUST & TITLE, TRI-COUNTY, L.L.C.,

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 1915 Hollywood Blvd., Suite 202 B, Hollywood, Fl 33320

ARTICLE III - DURATION

The company shall commence doing business on 5/20/04 and continue its existence under these Articles of Organization on the date that the articles of organization are filed by 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 TRI-COUNTY, L.L.C. is 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 any event which causes a dissolution of the company as stated in the operating agreement, including the bankruptcy, insolvency 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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ARTICLE VII - MANAGEMENT

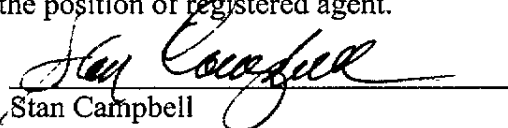
The company shall be managed by member, Guaranty Trust & Title, Inc., in accordance with the operating agreement and regulations adopted by the members for the management of the company. These contain provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are as follows:

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

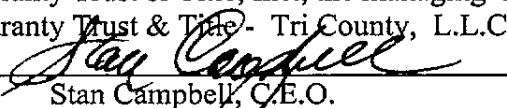
HOMELENDERS, INC.. OF 220 N. State Route 7, Hollywood, FL 33021

ACCEPTANCE OF REGISTERED AGENT

The undersigned, is hereby named as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in these amended articles of organization, and affirms his appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Stan Campbell
Registered Agent

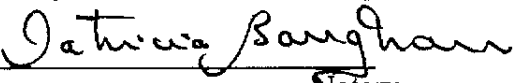
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization on this 20 day of May, 2004.

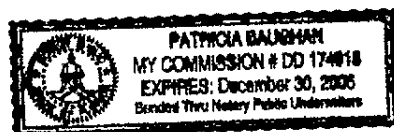
Guaranty Trust & Title, Inc., the managing member of
Guaranty Trust & Title - Tri County, L.L.C.,
By: 
Stan Campbell, C.E.O.

STATE OF FLORIDA

COUNTY OF BROWARD

Sworn to and subscribed before me this 20 th day of May, 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



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