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TALLAHASSEE, FLORIDA

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**UNION CAPITAL  
TITLE & ESCROW**

450 LAS OLAS BOULEVARD  
SUITE 1100  
FORT LAUDERDALE, FL 33301  
954 942 2414  
954 942 2415 FAX  
866 400 6070 TOLL FREE  
www.ucitle.com

January 18, 2005

Florida Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Organization  
**UNION CAPITAL MORTGAGE SERVICES, LLC**

W05-5859

Dear Sir or Madam: Enclosed you will find the executed original Articles of Organization for **Union Capital Mortgage Services, LLC** along with a check in the amount of **\$133.75** for filing, registered agent fee, and fee for a certified copy. Please return the filed and stamped document to the office of the registered agent at:

**C. Anthony Rumore, Esq.**  
**450 Las Olas Boulevard, Ste: 1100**  
**Fort Lauderdale, FL 33301**

Please contact me if you have any questions.

Very truly yours,

C. Anthony Rumore

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

February 4, 2005

C. ANTHONY RUMORE, ESQ.  
450 LAS OLAS BOULEVARD, STE: 1100  
FORT LAUDERDALE, FL 33301

SUBJECT: UNION CAPITAL MORTGAGE SERVICES, LLC  
Ref. Number: W05000005859

We have received your document for UNION CAPITAL MORTGAGE SERVICES, LLC and check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$26.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please also note that we are retaining the Articles you submitted, but we are returning the Affidavit.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 305A0000799

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**ARTICLES OF ORGANIZATION  
OF  
UNION CAPITAL MORTGAGE SERVICES, LLC**

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company is: UNION CAPITAL MORTGAGE SERVICES, LLC (the 'Company').

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

**ARTICLE III  
DURATION**

If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

**ARTICLE IV  
REGISTERED AGENT**

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

C. Anthony Rumore, Esq.  
450 Las Olas Boulevard  
Suite: 1100  
Fort Lauderdale, FL 33301

*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*

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*am* *WET*

*am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.*

  
Registered Agent's Signature

#### ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

#### ARTICLE VI INITIAL MANAGEMENT

UNION CAPITAL MORTGAGE SERVICES, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

#### ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are

**SEAN WILLIAM MONACO**  
3820 NW 101 DRIVE  
CORAL SPRINGS FL 33065

**MARK E. LYON**  
660 NW 101 TERRACE  
CORAL SPRINGS FL 33073

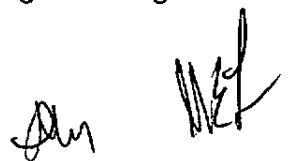
#### ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

#### ARTICLE IX MEMBERSHIP CLASSES

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with designated rights, powers, and duties including additional member classes having no voting rights.

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**ARTICLE X  
INDEMNIFICATION**

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this  
19 day of January 2005.

  
MANAGING MEMBER

**SEAN WILLIAM MONACO**  
3820 NW 101 DRIVE  
CORAL SPRINGS FL 33065

  
MANAGING MEMBER

**MARK E. LYON**  
660 NW 101 TERRACE  
CORAL SPRINGS FL 33071

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