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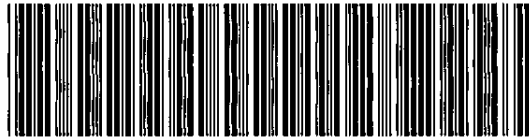
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B. KOHR

JAN 31 2008

EXAMINED



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 425661 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2008

ORDER TIME : 10:40 AM

ORDER NO. : 425661-005

CUSTOMER NO: 81040A

DOMESTIC FILING

NAME: OLD TOWN TITLE OF PENSACOLA,  
LLC

EFFECTIVE DATE:

\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper - EXT. 2948

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
OLD TOWN TITLE OF PENSACOLA, LLC.**

**FILED**  
08 JAN 31 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby certifies that he desires to form a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I**

**NAME**

The name of the limited liability company shall be **OLD TOWN TITLE OF PENSACOLA, LLC.**, and its principal place of business shall be in the County of Escambia, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as maybe designated bythe members.

**ARTICLE II**

**PURPOSES AND POWERS**

The limited liability company is formed for the purpose of and is authorized to conduct, engage in and transact any business or businesses which a limited liability company is authorized to transact under the laws of Florida. In conducting, engaging in and transacting such business or businesses, the limited liability company shall have all of the powers conferred upon or granted to limited liability companies, including, but not limited

to those granted by Section 608.404, Florida Statutes and in addition shall have the following powers:

1. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

2. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

3. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of

Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or growing out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

5. The provisions of this section shall be construed as both purposes and powers and are intended to vest in the limited liability company all powers that may be exercised by such companies, but shall not be construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

### **ARTICLE III**

#### **PROFITS AND LOSSES**

The profits earned by the company and the losses sustained by it shall be shared by the members as follows:

(a) **Sharing of Profits.** The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits equal to his proportionate

ownership interest. The distributive share of the profits shall be determined and paid to the members on December 31 of each year. The company's fiscal year shall begin on January 1 and end on December 31.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the members in the same proportion that profits are shared.

#### **ARTICLE IV**

#### **MANAGEMENT**

Until changed by the operating agreement or by the majority vote of the members, the company shall be a manager-managed limited liability company. The company shall be managed by the managers who are designated, appointed or elected to act in that capacity in accordance with the operating agreement of the company. The name and address of the managers, who shall serve, initially is as follows:

Fletcher Fleming  
7765 Mobile Hwy  
Pensacola, FL 32526

#### **ARTICLE V**

#### **DURATION**

This limited liability company shall have perpetual existence unless dissolved in a manner provided bylaw, or as provided in the regulations adopted bythe members.

## **ARTICLE VI**

### **PRINCIPAL PLACE OF BUSINESS**

The mailing address of the principal office of this limited liability company shall be P. O. Box 1831, Pensacola, FL 32591, and its street address shall be 226 Palafox Place, Pensacola, FL 32502, in the County of Escambia, State of Florida.

## **ARTICLE VII**

### **MANAGEMENT**

Until the members provide otherwise by regulation, operating agreement or majority vote, Fletcher Fleming shall serve as President and as Secretary of the limited liability company.

## **ARTICLE VIII**

### **INITIAL REGISTERED OFFICE AND**

### **REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 226 Palafox Place, Pensacola, Florida 32502, County of Escambia, State of Florida and the name of its initial registered agent at such address is Fletcher Fleming.

## **ARTICLE IX**

### **RESTRICTIONS ON MEMBERSHIP**

The initial member of the limited liability company is Fletcher Fleming whose address is set forth in Article IV. The ownership interest of a member may be evidenced by a certificate of membership interest issued by the limited liability company. Members shall

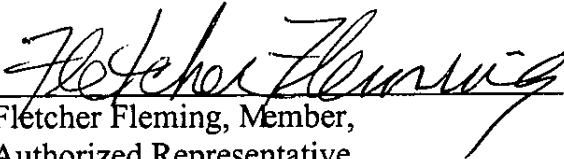
have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the consent of all voting members. The remaining rights of the members shall be as set forth in the operating agreement. The limited liability company shall have such groups or classes of members, including voting and non-voting members, as the operating agreement may provide.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of the remaining members.

The undersigned, being the original member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **OLD TOWN TITLE OF PENSACOLA, LLC**. 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.

Executed by Fletcher Fleming on January 30, 2008.

  
Fletcher Fleming, Member,  
Authorized Representative



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

Under the provisions of Section 608.415, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the State of Florida.

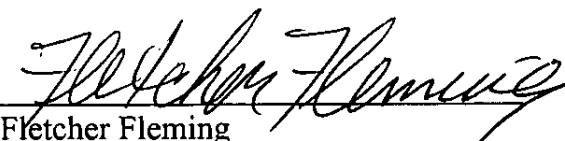
The name and the Florida street address of the registered agent are, and the registered office is at such street address.

Fletcher Fleming  
226 Palafox Place  
Pensacola, FL 32502

Having been named as registered agent and to accept service of process for **OLD TOWN TITLE OF PENSACOLA, LLC**, 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.

**OLD TOWN TITLE OF PENSACOLA, LLC.**

By:   
Member

  
Fletcher Fleming  
Registered Agent