

SEP-25-1996 11:46
8/02/96

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FLORIDA DIVISION OF CORPORATIONS

P.02/11
11:46 AM

PUBLIC ACCESS SYSTEM

((H960000010752)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST GAINED STREET

MIAMI FL 33135- 57-

TALLAHASSEE, FL 32399

CONTACT: RAY SIO-MONT

FAX: (904) 922-4000

PHONE: (305) 541-3604

FAX: (305) 541-3770

((H960000010752)))

DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: ALLSTATE BANKERUM

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: H960000010752

DATE REQUESTED: 08/02/1996

TIME REQUESTED: 11:46:40

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$337.50

ACCOUNT NUMBER: 072450003256

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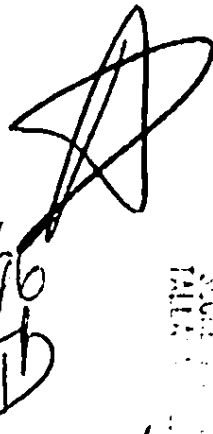
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W96-16197

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9/26/96

596A-14246



STATE OF FLORIDA
DIVISION OF CORPORATIONS

96 SEP 25 AM 7:42

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C.
REF: W96000016197

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please accept our apology for failing to mention this in our previous letter.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with 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 (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000010752
Letter Number: 896A00037077

**ARTICLES OF ORGANIZATION
OF
ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

H96000010752

WE, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

**ARTICLE I
NAME**

The name of this limited liability company shall be: **ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C.**

**ARTICLE II
PRINCIPAL OFFICE**

The mailing address and street address of the initial principal office of this limited liability company in the State of Florida are:

444 Brickell Avenue
Suite 601
Miami, Florida 33131

**ARTICLE III
DURATION**

This limited liability company shall have perpetual existence from the date of the filing of these Articles of Organization with the Florida Department of State, unless earlier terminated as allowed by law.

**ARTICLE IV
POWERS**

This limited liability company shall have the authority and power to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

**ARTICLE V
MANAGEMENT**

This limited liability company is to be managed by one (1) manager initially, who shall be responsible for the management of this limited liability company. The members may, from time to time

PREPARED BY:
Norman Leopold, Esquire
LEOPOLD & LEOPOLD, P.A.
26801 Biscayne Blvd., #501
Aventura, FL 33180
Florida Bar No. 163308

H96000010752

and at any time, raise or lower the number of managers of this limited liability company by so providing by written agreement of the members holding one hundred percent (100%) ownership interests in this limited liability company. The initial manager and his street address are as follows:

NAME

R. Cary Shaw

ADDRESS

444 Brickell Avenue
Suite 601
Miami, Florida 33131

**ARTICLE VI
ADDITIONAL MEMBERS**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time, and upon such terms and conditions, as shall be determined by a unanimous vote of the Members.

**ARTICLE VII
MEMBERS' RIGHT TO CONTINUE BUSINESS**

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

We, the undersigned, being the initial subscribers and members of these Articles of Organization for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Organization, hereby declaring and certifying that the articles herein stated are true and accordingly, hereunto set our hands and seals this 1 day of July, 1996.

Bankers Securities Corp., a
Florida corporation

By: R. Cary Shaw

Name: R. Cary Shaw

Title: President

Patrick A. Killen
Patrick A. Killen

Karen L. Killen
Karen L. Killen

SEP-25-1996 11:36

EMPIRE CORPORATE KIT

P.05/11

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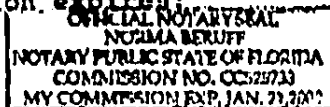
C H G ENTERPRISES, INC., a
Florida corporation

By: Cheryle R. Reed
Cheryle R. Reed, President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 62
day of July, 1996, by R. CARY SHAW as President of BANKERS
SECURITY MORTGAGE COMPANY, INC., a Florida corporation, on behalf
of the corporation, who is personally known to me or produced
Fla DRIVER license as identification.

My commission expires:

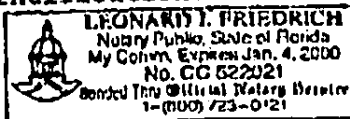


Norma Beruff
Notary Public, State of Florida

NORMA BERUFF
Print name of notary public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1
day of July, 1996, by PATRICK J. KILLAN, who is
personally known to me or who produced _____ as
identification.



My commission expires:

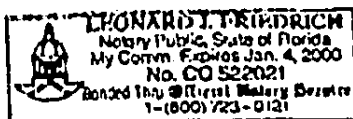
Leonard J. Friedrich
Notary Public, State of Florida

LEONARD J. FRIEDRICH
Print name of notary public

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1
day of July, 1996, by KAREN L. KILLEN, who is personally
known to me or who produced _____ as
identification.

My commission expires:



Leonard J. Friedrich
Notary Public, State of Florida

LEONARD J. FRIEDRICH
Print name of notary public

SEP-25-1996 11:37

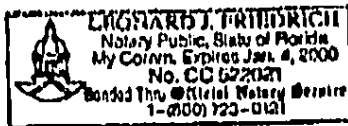
EMPIRE CORPORATE KIT

P.06/11
4-17800000 10 15,

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1
day of July, 1996, by CHERYLE R. REED as President of
C R G ENTERPRISES, INC., a Florida corporation, on behalf of the
corporation, who is personally known to me or produced _____
as identification.

My commission expires:



Leonard J. Friedrich
Notary Public, State of Florida
LEONARD J. FRIEDRICH
Print name of notary public

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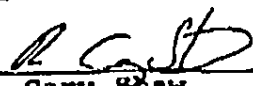
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C.
2. The name and address of the registered agent and office are:

R. Cary Shaw
444 Brickell Avenue
Suite 601
Miami, Florida 33131

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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


R. Cary Shaw

Date: 7-18-98

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

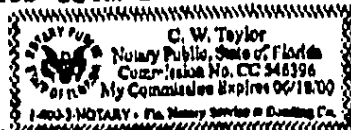
THE UNDERSIGNED member or authorized representative of a member of ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C. deposes and says:

1. The above named limited liability company has at least four (4) members.

2. The total amount of cash contributed by the member(s) is \$ 337.50.

3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0 - 0 -. A description of the property is attached hereto and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 337.50. This total includes amounts from 2 and 3 above.



STATE OF FLORIDA
COUNTY OF DADE

Patrick J. Killen
Patrick J. Killen

The foregoing instrument was acknowledged before me this 22nd day of August, 1996, by PATRICK J. KILLEN, who is personally known to me or who produced _____ as identification.

My commission expires:

C. W. Taylor
Notary Public, State of Florida

Coralee W. Taylor
Print name of notary public

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C. deposes and says:

1. The above named limited liability company has at least four, (4) members.

2. The total amount of cash contributed by the member(s) is \$ 337.50.

3. If any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -. A description of the property is attached hereto and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 337.50. This total includes amounts from 2 and 3 above.

NOTARY PUBLIC
C. W. Taylor
Notary Public, State of Florida
Commission No. CC 346396
My Commission Expires 06/18/00
1-800-3-NOTARY - Fla. Heavy Service & Binding Co.

[Signature]
Karen L. Killen

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd day of August, 1996, by KAREN L. KILLEN, who is (personally) known to me or who produced as identification.

My commission expires:

[Signature]
Notary Public, State of Florida
Coralee W. Taylor
Print name of notary public

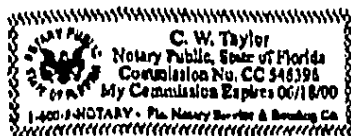
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

THE UNDERSIGNED member or authorized representative of a member of ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C. deposes and says:

1. The above named limited liability company has at least four (4) members.
2. The total amount of cash contributed by the member(s) is \$ 675.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$ - 0 -. A description of the property is attached hereto and made a part hereof.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 675.00. This total includes amounts from 2 and 3 above.



Bankers Securities Corp., a
Florida corporation

By: [Signature]
Name: R. Cary Shaw
Title: President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd day of August, 1996, by R. CARY SHAW as President of BANKERS SECURITY MORTGAGE COMPANY, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or produced as identification.

My commission expires:

[Signature]
Notary Public, State of Florida
Coralee W. Taylor
Print name of notary public

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

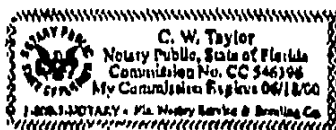
THE UNDERSIGNED member or authorized representative of a member of ALLSTATE MORTGAGE COMPANY OF THE SOUTH, L.C. deposes and says:

1. The above named limited liability company has at least four (4) members.

2. The total amount of cash contributed by the member(s) is \$ 150.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached hereto and made a part hereof.

4. The total amount of cash or property anticipated to be contributed by member(s) is \$ 150.00. This total includes amounts from 2 and 3 above.



C R G ENTERPRISES, INC., a Florida corporation

By: Cheryl R. Reed
Name: Cheryl R. Reed
Title: President

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24th day of September, 1996, by CHERYLE R. REED, as President of C R G ENTERPRISES, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or produced as identification.

My commission expires:

C. W. Taylor
Notary Public, State of Florida
Cora Lee W-Taylor
Print name of notary public

FILED
96 SEP 25 AM 7:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WORKING ALLSTATE MEMBER AS

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