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LAW OFFICES
ROMANIK-LAVIN-HUSS & PAOLI
1901 HARRISON STREET
HOLLYWOOD, FLORIDA 33020

JOSEPH J. HUSS
RICHARD A. IVERS*
ANITA PAOLI KOTLER
ANDREW T. LAVIN
SAMUEL A. LEWIS
AUGUST C. PAOLI
DAVID S. ROMANIK

* ALSO ADMITTED IN NY & CT

PLEASE REPLY TO:
POST OFFICE BOX 1040
HOLLYWOOD, FLORIDA 33022
TELEPHONE (954) 922-4656
TELEFAX (954) 925-2856
EMAIL ROMANIK-LAVIN@INETLAW.COM

April 3, 1997

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***285.00 ***285.00

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: MAJESTIC TITLE OF PALM BEACH, LLC

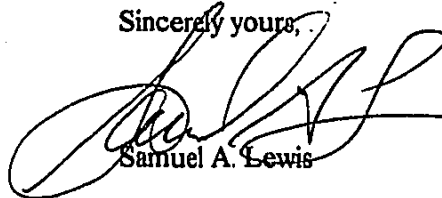
Sir or Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above-named limited liability company and a check in the amount of \$285.00 made payable to the Secretary of State. The check represents:

\$250.00	Filing Fee
<u>35.00</u>	Registered Agent Designation
\$285.00	TOTAL

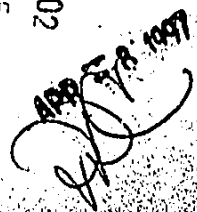
I would appreciate your taking the steps necessary to have this limited liability company filed in the State of Florida and returning a true copy of the Articles of Organization to the undersigned in the envelope provided.

Sincerely yours,


Samuel A. Lewis

SAL/lh
Enclosures
sal\majest\secst1.wpd

FILED
97 APR -7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


APR 7 1997

**ARTICLES OF ORGANIZATION
OF
MAJESTIC TITLE OF PALM BEACH, LLC**

FILED
97 APR -7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

SECTION 1. NAME

The name of this Limited Liability Company is MAJESTIC TITLE OF PALM BEACH, LLC (the "Company").

SECTION 2. DURATION

The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of (i) any of the events specified in § 608.441, Fla.Stat. (1995) as may be amended from time to time unless continued by the unanimous consent of all the remaining members or (ii) January 6, 2027.

SECTION 3. PRINCIPAL PLACE OF BUSINESS

The address of the Company's principal place of business is 1901 Harrison Street, Hollywood, Florida 33020. The Company's mailing address is Post Office Box 1040, Hollywood, Florida 33022.

SECTION 4. REGISTERED AGENT AND OFFICE

The name of the Company's registered agent, whose Consent to Appointment as Registered Agent is included with these articles, is David S. Romanik. The registered agent's address is 1901 Harrison Street, Hollywood, Florida 33020.

SECTION 5. ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted at such times and on such terms and conditions as all members may unanimously agree and as provided in the Operating Regulations of the Company.

SECTION 6. MEMBERS RIGHT TO CONTINUE BUSINESS

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or upon the occurrence of any other event which terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

SECTION 7. MANAGEMENT

The Company shall initially be managed by the following two Managers, who shall serve as Managers until the first annual meeting of the members or until their successors are elected and qualify:

<u>Name</u>	<u>Address</u>
David S. Romanik	1901 Harrison Street, Hollywood, Florida 33020
Bradford J. Beilly	790 East Broward Boulevard, #200, Fort Lauderdale, FL 33301

SECTION 8. REGULATIONS

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the Company.

SECTION 9. COMPANY COMMENCEMENT DATE

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executes these Articles of Organization effective as of this 3rd day of April, 1997.

David S. Romanik
DAVID S. ROMANIK, ORGANIZER

Bradford J. Beilly
BRADFORD J. BEILLY, ORGANIZER

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
MAJESTIC TITLE OF PALM BEACH, LLC**

97 APR -7 PM 3:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The undersigned member or authorized representative of a member of MAJESTIC TITLE OF PALM BEACH, LLC, deposes and states:

1. The above-named limited liability company has at least two members;
2. The total amount of cash contributed by the member(s) is \$500.00; and
3. The total amount of cash or property anticipated to be contributed by member(s) is \$500.00. This total includes amounts from paragraph 2 above.

In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

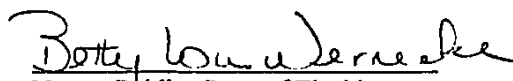


DAVID S. ROMANIK, ORGANIZER

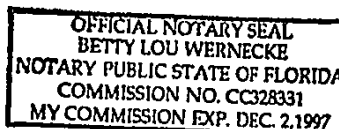
STATE OF FLORIDA)
)
COUNTY OF BROWARD)

April The foregoing instrument was acknowledged before me this 3rd day of _____, 1997, by DAVID S. ROMANIK, who is personally known to me or who has produced a Florida Driver's License as identification and did take an oath.

My Commission Expires:



Notary Public, State of Florida



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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 **MAJESTIC TITLE OF PALM BEACH, LLC.**
2. The name and address of the registered agent and office is:

David S. Romanik
1901 Harrison Street
Hollywood, Florida 33020

Having been named as registered agent and to accept service of process for the above stated corporation 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.

David S Romanik
David S. Romanik

April 3, 1997
Date

FILED
97 APR -7 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA