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MIRKIN & WOOLF, P.A.

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December 1, 1997

Department of State
Division of Corporations
490 East Gaines Street
Tallahassee, Florida 32301

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Organization of Superior Title Group L.C.

Also enclosed please find our check in the amount of \$337.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the letterhead address above.

Thank you for your immediate attention to this matter.

Sincerely,

MIRKIN & WOOLF, P.A.


Marc S. Woolf
MSW/mem

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Enclosures
cc: Thomas K. Pierce, Esq. (w/o encl.)

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
SUPERIOR TITLE GROUP L.C.

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is Superior Title Group L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Regulations.

ARTICLE III

The mailing and street address of the principal place of business of this limited liability company is 1711 Worthington Rd #202, West Palm Beach, FL 33409. This limited liability company may, at its discretion, at any time, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company are Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401.

ARTICLE V

The management of this limited liability company shall be vested in the managers who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Regulations. The name and mailing address of each manager are as follows:

Name	Address
1. Thomas K. Pierce	1711 Worthington Rd. #202 West Palm Beach, FL 33409
2. James F. Miller	1711 Worthington Rd. #202 West Palm Beach, FL 33409

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ARTICLE VI

Additional members may be admitted to this limited liability company upon such terms and conditions as set forth in the Regulations.

ARTICLE VII

The business of this limited liability company shall be dissolved on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, unless a majority of interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name
this 1 day of December, 1997.



Thomas K. Pierce, Member

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF
SUPERIOR TITLE GROUP L.C.

COMES NOW Superior Title Group L.C., a Florida limited liability company (the "LC"), by a member, THOMAS K. PIERCE, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LC has at least two members.
2. The amount of capital contributions of the members is one hundred dollars (\$100).
3. The anticipated amount of the capital contributions of the members is one hundred dollars (\$100).

FURTHER AFFIANT SAYETH NOT.

Dated: December 1, 1997.

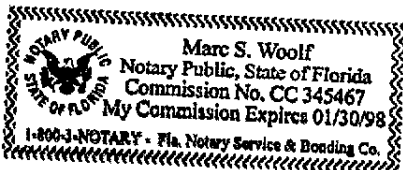

THOMAS K. PIERCE

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 1 day of December, 1997, by THOMAS K. PIERCE, who is personally known to me or who has produced Florida State or State Driver's License, Number _____, as identification and who did take an oath.

Executed this 1 day of December, 1997.

SEAL





Signature of Notary

Name of Notary Printed

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.061 and Chapter 608.407 of the Florida Statutes, the following is submitted:

That Superior Title Group L.C., a Florida limited liability company, with its registered office at Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, FL 33401, has named Mirkin & Woolf, P.A. at the above address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, the undersigned hereby accepts to act in such capacity and agrees to comply with the applicable provisions of law.

MIRKIN & WOOLF, P.A.

By: 

Marc S. Woolf, Vice President

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