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MIRKIN & WOOLF, P.A.

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January 20, 1998

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

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****337.50 ****337.50

Gentlemen:

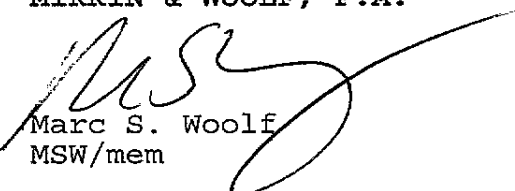
Enclosed for filing please find an original and one copy of Articles of Organization of Castles Title Company L.C.

Also enclosed please find Harbor Title Company, L.C.'s 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

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

FILED
98 JAN 23 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Document Examiner	DCC
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Updater Verifier	
Acknowledgement	
W. P. Verifier	

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ARTICLES OF ORGANIZATION
OF
CASTLES TITLE COMPANY 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 Castles Title Company 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
3. David Rhotan	1711 Worthington Rd. #202 West Palm Beach, FL 33409

FILED
JAN 23 1985
CLERK OF DISTRICT COURT
WEST PALM BEACH, FLORIDA

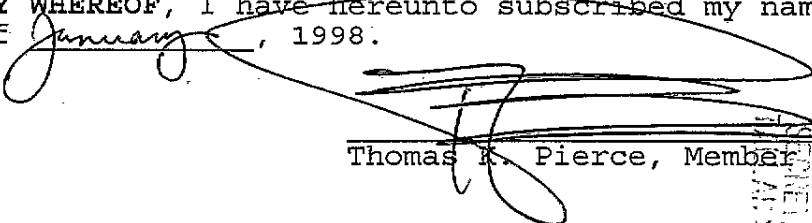
ARTICLE VI

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 20th day of January, 1998.


Thomas R. Pierce, Member

RECORDED
JAN 23 AM 10:15
STATE
OF FLORIDA

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AFFIDAVIT OF
CASTLES TITLE COMPANY L.C.

COMES NOW Castles Title Company 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: January 20th, 1998.

THOMAS K. PIERCE

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

The foregoing instrument was acknowledged before me this 20th day of January, 1998, 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 20th day of January, 1998.

SEAL



Signature of Notary

MICHELE E. MAYO
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 Castles Title Company 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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JAN 23 AM 10:15
CLERK OF DISTRICT COURT
JAN 23 1995
STATE OF FLORIDA