

L98000000650



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 827515 11381A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 21, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 827515-005

CUSTOMER NO: 11381A

CUSTOMER: Alys Nagler Daniels, Esq
GARY DYTRYCH & RYAN

Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

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-05/21/98--01061--023
*****285.00 *****285.00

DOMESTIC FILING

NAME: BALLENNISLES TITLE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

Name	JS
Availability	
Document Examiner	JS
Updater	JS
Updater Verifier	JS
Acknowledgment	JS
W. P. Verifier	JS

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98 MAY 21 PM 1:19

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98 MAY 21 PM 12:11

ARTICLES OF ORGANIZATION

FOR

BALLENISLES TITLE, L.C.

a Florida Limited Liability Company

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The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. Name. The name of this company shall be BallenIsles Title, L.C.
2. Duration/Continuation. The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events, but in no event shall the company continue to exist if Gary, Dytrych & Ryan, P.A. is no longer a member.
3. The mailing address is 701 U.S. Highway One, Suite 402, North Palm Beach, FL 33408 The Street address is 701 U.S. Highway One, Suite 402, North Palm Beach, FL 33408.
4. Registered Agent and Office. The name and street address of the initial registered agent and office for this company is as follows: John W. Gary, III, Esquire, Gary, Dytrych & Ryan, P. A., 701 U. S. Highway One, Suite 402, North Palm Beach, FL 33408.
5. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted only upon the approval of the majority of the nontransferring members of the Company upon the written application of such new Member, in the manner set forth in the Regulations of the Company.
6. Right to Continue Business. Company shall be dissolved 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, unless the business of the Company is continued by the consent of all the remaining Members.
7. Management of Company.

The business of the Company shall be managed by Gary, Dytrych & Ryan,
P.A.

The name(s) and address(es) of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Name(s)	Address(es)
Gary, Dytrych & Ryan, P.A.	701 U. S. Highway One, Suite 402 North Palm Beach, FL 33408
John W. Gary, III	701 U. S. Highway One, Suite 402 North Palm Beach, FL 33408

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8. Other Provisions:

a. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

b. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

c. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting (and filed with the Manager(s) of the Company as part of its records.)

d. Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

e. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be

entitled.

Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the company property any part of his or its contribution to capital until:

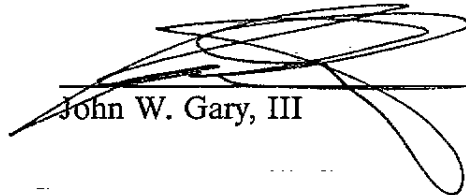
(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contribution to capital may be rightfully demanded,

(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned Incorporator(s) have hereunto set their hands and seals this 20th day of May, 1998.



John W. Gary, III

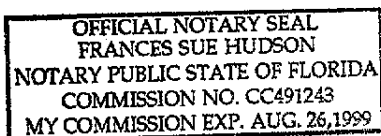
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of May, 1998, by JOHN W. GARY, III, who is personally known to me.




NOTARY PUBLIC

(NOTARY SEAL)




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Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.

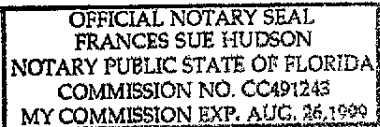

JOHN W. GARY, III

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of May, 1998,
by JOHN W. GARY, III, who is personally known to me.


NOTARY PUBLIC

(NOTARY SEAL)



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AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before the undersigned authority personally appeared JOHN W. GARY, III, who on oath says:

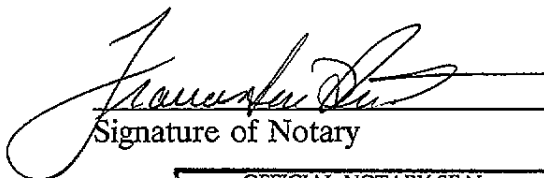
1. That he is a member of BALLENISLES TITLE, L.C..
2. That BALLENISLES TITLE, L.C. has at least two members.
3. The amount of cash and description and agreed value of the property other than cash contributed by the members is \$175,000.00 by Gary, Dytrych & Ryan, P.A., and \$17,500.00 by John W. Gary, III.
4. The amount anticipated to be contributed by the members are \$ 1,000.00 each.

FURTHER AFFIANT SAYETH NAUGHT.


JOHN W. GARY, III, Member

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Sworn to and subscribed before me this 20th day of May, 1998 by JOHN W. GARY, III who is personally known to me.


Signature of Notary

OFFICIAL NOTARY SEAL
FRANCES SUE HUDSON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC491243
MY COMMISSION EXP. AUG. 26, 1999

Print, Type or Stamp
Commissioned Name of Notary Public