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TO: DIVISION OF CORPORATIONS

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FROM: ANNIS MITCHELL COCKEY EDWARDS & ROEHN, P.A.
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FAX #: (813)223-9067

NAME: TRI STAR TITLE COMPANY, L.C.

AUDIT NUMBER.....H98000013722

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... x4

CERT. COPIES.....0

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98-1223

**ARTICLES OF ORGANIZATION
OF
TRI STAR TITLE, L.C.**

1. Name. The name of this limited liability company is **Tri Star Title, L.C.**, a Florida limited liability company (the "Company").

2. Duration. The Company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Purpose. The Company is organized for the purpose of transmitting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.

4. Place of Business. The mailing and street address of the Company's principal office in the State of Florida is 101 E. Town Place, Suite 500, St. Augustine, Florida 32095.

5. Registered Agent and Office. The name of the initial registered agent of the Company is **D. LOCKWOOD GRAY**. The street address of the initial registered agent of the Company is **One Tampa City Center, 201 North Franklin Street, Suite 2100, Tampa, Florida 33602**.

6. Contributions to the Company. The total amount of cash initially contributed to the Company by the members is \$10,000.00. No additional contributions have been agreed upon.

7. Additional Members. Additional members to the Company may be admitted, but only upon the unanimous consent of all members of the Company at the time admission is sought.

8. Termination of Membership. Upon the 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 Company shall be dissolved unless the remaining members, by unanimous written agreement, consent to continue the business of the Company.

9. Management of the Company. The Company shall be managed by the members in accordance with the regulations and operating agreement. The Company shall initially be managed by the following three (3) members:

Blyar Financial, Inc.

14 Office Park Drive
Suite #1
Palm Coast, Florida 32137

D. Lockwood Gray, Esquire, FBN 0974330
P.O. Box 3433
Tampa, Florida 33601
813/229-3321

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EcoGroup, Inc.

501 Bayshore Boulevard
Suite 960
Tampa, Florida 33606

Annis, Mitchell, Cockey,
Edwards & Roehn, P.A.

One Tampa City Center
Suite 2100
Tampa, Florida 33602

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

11. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. 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 the transferring member otherwise would be entitled by virtue of membership.

12. Certificated Interests. The members' interests in the Company shall be evidenced by certificates.

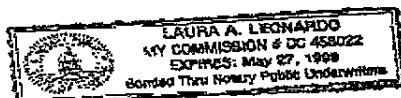
The undersigned has executed these Articles of Organization effective as of the 24th day of July, 1998.

BLYAR FINANCIAL, INC.,
a Florida corporation

By: [Signature]
Joseph H. Adams, Jr.

STATE OF FLORIDA
COUNTY OF Stager

I HEREBY CERTIFY that on this 24th day of July, 1998, before me personally appeared JOSEPH H. ADAMS, JR., who is personally known to me and did not take an oath.



[Signature]
NOTARY PUBLIC

Printed Name: _____

Commission No.: _____

My Commission Expires: _____

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


D. LOCKWOOD GRAY

Dated: July 24th, 1998.

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AFFIDAVIT OF LIMITED LIABILITY COMPANY
PURSUANT TO FLORIDA STATUTES SECTION 608.407(2)

I, Joseph H. Adams, Jr., representing BLYAR FINANCIAL, INC., being one of the initial members of TRI STAR TITLE, L.C., a Florida limited liability company, hereinafter referred to as the "Company," who, upon being sworn, certify as follows:

1. The Company has at least two (2) members.
2. The members of the Company have contributed a total of \$10,000.00 of cash to the Company. It is not anticipated at this time that any additional cash will be contributed by the members to the Company.
3. No property other than the cash identified above will be contributed.

Executed this 24th day of July, 1998.

FURTHER AFFLIANT SAYETH NOT.

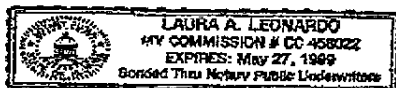
Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BLYAR FINANCIAL, INC.,
a Florida corporation

By: [Signature]
Joseph H. Adams, Jr.

STATE OF FLORIDA
COUNTY OF Stagler

I HEREBY CERTIFY that on this 24th day of July, 1998, before me personally appeared JOSEPH H. ADAMS, JR., who is personally known to me and did not take an oath.



[Signature]
NOTARY PUBLIC

Printed Name: _____

Commission No.: _____

My Commission Expires: _____

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