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SENT VIA FEDERAL EXPRESS

July 14, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

800002932388--0

-07/15/99-01068-009

*****52.50 *****52.50

Re: Title Management Associates, L.L.C.
Palm Realty Title, L.L.C.
Realty Associates BPG, L.L.C.
Southwest Florida Real Estate Title Services, L.L.C.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JUL 15 PM 2:45

Dear Sir/Madam:

Enclosed please find the original and one copy of a Certificate of Amendment to Articles of Organization for the first three (3) companies listed above. Please file the original and provide me with a stamped copy of each in the envelope I have provided. Also enclosed from each of the above companies is a check in the amount of Fifty-Two and 50/100 Dollars (\$52.50) to cover the cost of the filing fee for same.

Additionally, we are enclosing the original and one copy of the Articles of Organization for Southwest Florida Real Estate Title Services, L.L.C., along with a check in the amount of Two Hundred Eighty-Five Dollars (\$285.00) for the filing fee. Please file the original and provide me with a stamped copy.

Please do not hesitate to contact me at the number shown above if anything further is required. Thank you.

Sincerely,



Pamela Stewart, Esquire

PS/sjw
enc.

AL

**CERTIFICATE OF
AMENDMENT TO ARTICLES OF ORGANIZATION
OF
TITLE MANAGEMENT ASSOCIATES, L.L.C.**

The Articles of Organization of Title Management Associates, L.L.C., originally filed on September 4, 1998, are hereby amended as follows: _

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: _

Suite 161
Office Center of North Naples
11983 Tamiami Trail North
Naples, FL 34110

ARTICLE VI - MANAGEMENT

The Company is to be managed by its Members, and the name and address of the Managing Members are:

Richard A. Sena
Suite 161
Office Center of North Naples
11983 Tamiami Trail North
Naples, FL 34110

Pamela Stewart
1905 South 25th Street
Suite 206
Fort Pierce, FL 34947

ARTICLE VII - MEMBERSHIP AND CAPITAL CONTRIBUTIONS

Exhibit "A" is hereby amended as follows:

2. The total amount of cash contributed by the member(s) is: \$100.00.
4. The total amount of cash or property anticipated to be contributed by member(s) is: \$100.00.

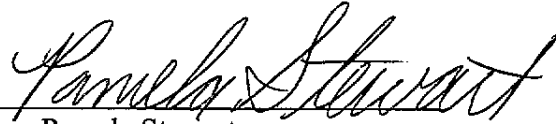
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ARTICLE VIII - REGISTERED AGENT AND OFFICE

Exhibit "B" is hereby amended as attached hereto by the unanimous affirmative vote of the Managing Members.

TITLE MANAGEMENT ASSOCIATES, L.L.C.

By:



Pamela Stewart

Its:

Vice President

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Exhibit "B"

**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 SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Title Management Associates, L.L.C.
2. The name and the Florida street address of the registered agent is hereby changed from:

Raymond J. Bowie
900 Sixth Avenue South, #104
Naples, FL 34102

to:

Pamela Stewart
1905 South 25th Street
Suite 206
Fort Pierce, FL 34947

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Having been named as registered agent and to accept service of process for the above-stated limited liability company 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


PAMELA STEWART