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L990000002038

Hodgson Russ
ATTORNEYS • LLP

10/15 amend + restate
00789-00167-00161-00671
September 18, 2002

VIA EXPRESS MAIL

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32399

400007977754--2
-09/24/02-01018-006
*****25.00 *****25.00

Dear Sir/Madame:

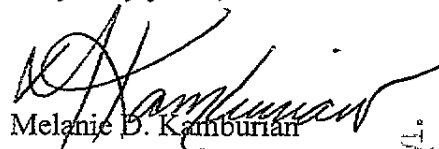
Re: Third Amendment and Restated Articles of Organization

On behalf of our client, please accept the enclosed Third Amendment and Restated Articles of Organization for SERVICE FIRST MORTGAGE, L.C., a Florida limited liability company, as filed with the Florida Department of State on April 5, 1999. Also enclosed is Check No. 5768 in the amount of \$25.00 representing the state's filing fee. Please forward a copy of the filed Articles to my attention via facsimile at (561) 862-4973 and by U.S. Mail.

Your consideration in this matter is greatly appreciated.

Should you have any questions regarding the above, please do not hesitate to call me directly.

Very truly yours,


Melanie D. Kamburian

Enclosures

cc: Christopher M. Trapani, Esq.

FILED
02 OCT 15 AM 9:44
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 25, 2002

MELANIE D. KAMBURIAN
HODGSON RUSS
1801 NORTH MILITARY TRAIL, SUITE 200
BOCA RATON, FL 33431

SUBJECT: SERVICE FIRST MORTGAGE, L.C.
Ref. Number: L99000002038

We have received your document for SERVICE FIRST MORTGAGE, L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 702A00054394

THIRD AMENDED AND RESTATED ARTICLES OF ORGANIZATION

FOR

SERVICE FIRST MORTGAGE, L.C.

ARTICLE I - INTRODUCTORY PARAGRAPH

This Limited Liability Company's present name is Service First Mortgage, L.C. (the "Company"). The date of filing its original Articles of Organization with the Department of State was April 5, 1999. These Third Amended and Restated Articles of Organization will be effective upon being filed with the Florida Department of State. These Third Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes (2000).

ARTICLE II - NAME

The name of the Company is Service First Mortgage, L.C.

ARTICLE III - ADDRESS

The mailing address and street address of the principal office of the Company is 11555 Heron Bay Blvd., Suite 301, Coral Springs, FL 33076.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Company is 1801 North Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the registered agent of the Company at that office is Christopher M. Trapani, Esq.

FILED
02 OCT 15 AM 9:44
CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

ARTICLE V - MANAGEMENT

The Company shall be a manager-managed company.

ARTICLE VI MEMBERSHIP INTERESTS

The Company has a single class of Membership Interests which has all rights provided under the Florida Limited Liability Act. The aggregate number of Membership Interests of this class which the Company is authorized to issue is five million (5,000,000). The Company is authorized to issue more than one class of M.I. and one or more series within a class as determined by the Managers and as provided in the Company's Operating Agreement. Each Membership Interest issued by the Company and outstanding will be represented by a certificate designating the class (if more than one is authorized) or series if any.

ARTICLE VII- LIMITATION ON AGENCY AUTHORITY OF MEMBERS

In accordance with Florida Statutes, Section 608.4235 (2000), no member of the Company will be considered an agent of the Company solely by virtue of being a member. Further, no member has authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - AMENDMENT TO ARTICLES OF ORGANIZATION

These Third Amended and Restated Articles of Organization may be altered, amended, or repealed only upon a vote of the members of the Company holding a majority of the issued and outstanding Membership Interests of the Company. Each member is entitled to one vote for each issued and outstanding Membership Interest they own.

ARTICLE IX - OPERATING AGREEMENT

This Company will adopt a written Operating Agreement, pursuant to Sections 608.402(24) and 608.423, Florida Statutes (2000), to regulate the affairs of the company and the conduct of its business, establish duties in addition to those set forth in the Florida Limited Liability Company Act, and to govern relations among the members, managers, and the Company. The authority to adopt, alter, amend, or repeal the Operating Agreement of the Company will be vested in the managers of the Company.

The undersigned has executed these Third Amended and Restated Articles of Organization this 26th day of June, 2002.



JOHN S. MONROE, Manager, CEO, and Member

In accordance with Section 608.408(3), Florida Statutes (2000), the execution of this Third Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.