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CORPORATE ACCESS, INC.

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_____ _____

1.) Trans-State Title Insurance Company, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

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-05/14/99--01012--010
****346.25 ****346.25

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) Same as J33419
(CORPORATE NAME & DOCUMENT #)

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BODZIN & BODZIN
Attorneys at Law
3050 Aventura Blvd. Suite #300
Aventura, Florida 33180
Ph. (305) 931-5000 (Fax) 932-7838

May 12, 1999

REGISTRATION DEPT.
FOR LIMITED LIABILITY COMPANIES
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32399

RE: TRANS-STATE TITLE INSURANCE COMPANY, L.L.C.

To Whom It May Concern:

Attached please Articles of Organization, Designation of Registered Agent/Office, and our check for $346.25. Please file the Articles and issue a certified copy and a certificate of status.

IMPORTANT! Please note that Trans-State Title Insurance Corporation, a Florida corporation, will be a 99% owner of this L.L.C., and consents to the use of the name. (see below).

Thank you for your usual kind attention and assistance.

Sincerely yours,

GARY A. BODZIN
GAB:br

STATE OF FLORIDA, COUNTY OF MIAMI-DADE ss.
Before me personally appeared GARY A. BODZIN, who stated as follows: That he is the President of Trans-State Title Insurance Corporation, a Florida corp., and that Trans-State Title Insurance Corporation consents to formation of the above-captioned L.L.C., using the name "Trans-State Title Insurance Company, L.L.C."

GARY A. BODZIN

Carol R. Harlos
Notary Public, State of Florida at large

OFFICIAL NOTARY SEAL
CAROL R HARLOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC661523
MY COMMISSION EXP. JULY 29,2001

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

Article I - Name:

The name of the Limited Liability Company is:

TRANS-STATE TITLE INSURANCE COMPANY, LLC.

Article II - Address:

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

3050 Aventura Blvd., Suite #300, Aventura, FL 33180

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Article III - Duration:

The period of duration for the Limited Liability Company shall be:

Perpetual.

Article IV - Management:

The Limited Liability Company is to be managed by the following managing member, whose name and address is as follows:

GARY A. BODZIN (and/or his successors, assigns, appointees or designees)
3050 Aventura Blvd., Suite #300
Aventura, FL 33180.

ARTICLE V - Admission of Additional Members:

The members, by vote of a majority of the outstanding percentage interests of the LLC, shall have the right to admit additional members, subject only to the terms and conditions of a membership agreement between the then existing members, should such an agreement exist at the time of the proposed additional membership.

ARTICLE VI - Members Rights to Continue Business:

In the event of 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 the limited liability company, the management of the business shall be as follows:

In any of such events, the management of the business shall be carried on by GARY A. BODZIN, or by the successor in interest to GARY A. BODZIN, whether said successor be his Personal Representative, his guardian, his transferees, appointees, designees,

assignees, or otherwise, but subject, however, to any terms and conditions set forth in any membership agreement between the then existing members, should such an agreement exist at the time of the occurrence of any such event.

ARTICLE VII - Affidavit of Membership and Contributions:

The undersigned member of TRANS-STATE TITLE INSURANCE COMPANY, L.L.C. certifies:

1) That the above-named limited liability company initially has two members, being as follows:

1. Trans-State Title Insurance Corporation, a Fla. Corp.
3050 Aventura Blvd., Suite #300
Aventura, FL 33180

2. Gary A. Bodzin
3050 Aventura Blvd. #300
Aventura, FL 33180

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2) That the total amount of cash initially contributed by the said members is $1,000.00, divided as follows:

Trans-State Title Insurance Corp.	$990.00	(99% share)
Gary A. Bodzin	$ 10.00	(1% share)

3) That the agreed value of property other than cash contributed by the members is $-0-.

4) That the total amount of cash and property contributed and anticipated to be contributed by the members is $1,000.00.

(IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.)

GARY A. BODZIN, Managing Member

STATE OF FLORIDA, COUNTY OF MIAMI-DADE ss.

Before me, the undersigned authority, personally appeared GARY A. BODZIN, who after being duly sworn, deposed upon his oath and stated that he executed the foregoing instrument, and that the facts therein contained are true and correct, to the best of his knowledge and belief, and he is personally known to me, and he did take an oath, this 13th day of May, 1999.

Carol R. Harlos
NOTARY PUBLIC, State of Florida at large

OFFICIAL NOTARY SEAL
CAROL R HARLOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC661523
MY COMMISSION EXP. JULY 29,2001

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:

TRANS-STATE TITLE INSURANCE COMPANY, L.L.C.

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TALLAHASSEE, FLORIDA

2. The name and the Florida street address of the registered agent are:

GARY A. BODZIN
NAME

3050 Aventura Blvd. #300
Florida street address (P. O. Box NOT ACCEPTABLE)

Aventura, FL 33180
CITY, STATE AND ZIP

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.

GARY A. BODZIN SIGNATURE

Filing Fee: $ 35 for Designation of Registered Agent