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Enclosures

FILED
99 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
ADVANCED PROFESSIONAL SERVICES, L.L.C.

The undersigned, as the organizing Members of a Limited Liability Company to be formed under the Florida Limited Liability Company Act, as Amended (the "Act"), hereby form a Florida Limited Liability Company (the "Company") pursuant to the Act, and hereby set forth the following Articles of Organization (the "Articles"):

ARTICLE I

Name

The Name of the Company is ADVANCED PROFESSIONAL SERVICES, L.L.C.

ARTICLE II

Commencement Date and Duration

The Company's existence shall commence on the date these Articles are filed with the Florida Department of State, and shall continue perpetually unless dissolved in accordance with Section 608.441 of the Act.

ARTICLE III

Purpose

The Company is created to provide professional title search and closing services, and to engage in any other lawful activity.

ARTICLE IV

Principal Office

The mailing address and the street address of the principal office of the Company shall be 1203 S.W. 12th Street, Ocala, FL 34474.

ARTICLE V

Registered Agent and Office

The initial registered agent for the Company shall be Craig J. Muldoon, and the address of the registered agent for service of process shall be 1203 S.W. 12th Street, Ocala, FL 34474.

ARTICLE VI

Management of Business

The Company is to be managed by a manager or managers. The initial manager of the Company will be Craig J. Muldoon, 1203 S.W. 12th Street, Ocala, FL 34474. The managers of the Company will be elected annually by the Members. The Members may increase and decrease the number of managers from time to time; provided, however, there shall never be more than three (3) managers or less than one (1) manager. The managers may also be Members.

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ARTICLE VII

Admission of Additional Members

Additional Members may be admitted only by the unanimous vote of the Members, upon terms and conditions established by the Members from time to time in their sole discretion.

ARTICLE VIII

Continuation of Business

The remaining Members shall have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any Member, or upon the occurrence of any other event which terminates the continued membership of a Member of the Company, all as more fully set forth in the Regulations.

ARTICLE IX

Powers

The Company shall have all of the powers and authority set forth in Section 608.404 of the Act.

ARTICLE X

Property

(a) Ownership. All property originally transferred to the Company as contributions to capital by the Members, or subsequently acquired by purchase or otherwise on account of the Company, shall be the property of the Company.

(b) Title. The title to all property of the Company shall be held in the name of the Company.

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(c) Conveyances. The Managers are hereby authorized to convey and encumber title to all real and personal property of the Company, borrow money or obtain other credit or financial accommodations for the Company, create security interests in any property of the Company, and to otherwise deal with the assets and property of the Company in any manner which the Managers deem appropriate, subject to the limitations set forth in the Regulations.

ARTICLE XI

Amendments

These Articles may be amended or restated at any time by the unanimous vote of the Members, and such amendment or restatement shall be filed with the Florida Department of State in accordance with the provisions of Section 608.411 of the Act.

ARTICLE XII

Regulations

Regulations shall be prepared and adopted to govern the internal affairs of the Company containing such provisions as may be necessary, reasonable, or desirable, except that no provision of such Regulations may conflict with the provisions of these Articles unless permitted herein. The power to adopt, alter, amend, or repeal the Regulations shall be set forth in the Regulations.

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ARTICLE XIII

Contracting Debts

No Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

IN WITNESS WHEREOF, the undersigned organizing Members of
ADVANCED PROFESSIONAL SERVICES, L.L.C., have executed these
Articles of Organization this 25 day of May, 1999.

NUTT CONSULTING, INC.

By: [Signature]

Its: PRESIDENT

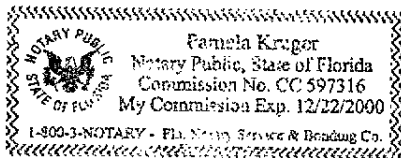
ADVANCED TITLE RESEARCH SERVICES, INC.

By: [Signature]

Its: President

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 25 day of May, 1999, by KE STEVENSON, of President, of Nutt Consulting, Inc., on behalf of the corporation. He/she is personally known to me ~~or has produced~~ as identification and ~~did~~ (did not) take an oath.

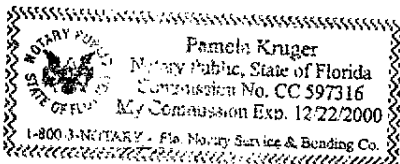


[Signature]
Notary Public

Printed or Stamped Name of Notary
My Commission expires:

STATE OF FLORIDA
COUNTY OF Martin

The foregoing instrument was acknowledged before me this 25 day of May, 1999, by Craig J. Muldon, of President, of Advanced Title Research Services, Inc., on behalf of the corporation. He/she is personally known to me ~~or has produced~~ as identification and ~~did~~ (did not) take an oath.



[Signature]
Notary Public

Printed or Stamped Name of Notary
My Commission expires:

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR ADVANCED PROFESSIONAL SERVICES, L.L.C.

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Limited Liability Company pursuant to the provisions of Section 608.415, Florida Statutes, at the place designated herein, hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of registered agent, and acknowledges familiarity with, and accepts, the obligations of that position.



CRAIG J. MULDOON

DATED: _____

5-25-99

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99 JUN -4 PM 5:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA
COUNTY OF Mauzin

BEFORE ME, the undersigned authority, personally appeared ~~Thomas Stenson~~ who, being first duly sworn, deposes and says that:
Craig Muldoon

1. Affiant is the President of Advanced Title Research Services, Inc., and has personal knowledge of the matters set forth herein.

2. Advanced Title Research Services, Inc., is a Member of ADVANCED PROFESSIONAL SERVICES, L.L.C., a Florida Limited Liability Company.

3. ADVANCED PROFESSIONAL SERVICES, L.L.C., has at least one (1) Member.

4. The amount of current and anticipated capital contributions to the Company made or to be made by the Members is \$ 10,000 consisting of property having an agreed value of \$ 10,000. The property consists of Office Equipment, TITLE PLANT Equipment and Supplies.

5. Further Affiant sayeth not.

Thomas Stenson
Craig Muldoon

The foregoing instrument was acknowledged before me this 25 day of May, 1999 by Thomas Stenson who is personally known to me and who did take an oath.
Craig Muldoon

Randy Kruger
Signature of Person Taking Acknowledgment

Name of Acknowledger Typed, Printed or Stamped

My commission expires:

