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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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June 30, 1999

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-07/01/99--01059--010
****570.00 ****285.00

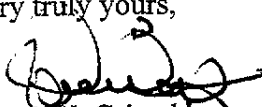
RE: Realty Services of Florida, L. L. C.
Southern Escrow & Title, L. L. C.

Gentlemen:

Enclosed please find Articles of Organization for each of the above companies, along with our trust check no. 1377 in the amount of \$570, for the filing fee of \$250 for each company and \$35 for each registered agent certificate.

Please forward the letters of acknowledgment for each company.

Very truly yours,


James W. Grimsley

JWG:g
encl. as stated

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ARTICLES OF ORGANIZATION
OF
REALTY CLOSING SERVICES OF FLORIDA, L. L. C.

ARTICLE I
Name

The name of the limited liability company shall be REALTY CLOSING SERVICES OF FLORIDA, L. L. C. The principal place of business of the company in Florida shall be: 12815 Hwy. 98 West, Suite 120, Destin, FL 32541.

ARTICLE II
Duration

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State and shall exist perpetually unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III
Purposes and Powers

The general purpose for which the company is organized is to acquire, develop, manage and operate a title insurance agency, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The company shall have the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
Registered Office and Agent

The name and street address of the registered agent of the company in the State of Florida is James W. Grimsley, 25 Walter Martin Road, NE, Fort Walton Beach, Florida 32549.

ARTICLE V
Capital Contribution

The members of the company shall contribute to the capital of the company the cash or property set forth as follows:

| <u>Name</u> | <u>Capital Contribution</u> |
|------------------------|-----------------------------|
| George T. Brannon | \$1,000.00 |
| William W. Abbott, Jr. | \$1,000.00 |

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ARTICLE VI
Additional Capital Contributions

Any member shall make contributions but only upon the unanimous consent of all the members.

ARTICLE VII
Termination of Existence (Continuity of Life)

The company shall continue its existence notwithstanding the death, interdiction, retirement, withdrawal, expulsion or bankruptcy of one or more of the members, even if such member holds an interest exceeding 50% of the membership units, unless otherwise unanimously agreed by the remaining members.

ARTICLE VIII
Management (Management by Members)

The company shall be managed by George T. Brannon, 12815 Hwy. 98 West, Suite 120, Destin, FL 32541, in accordance with the regulations of the company. The regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization.

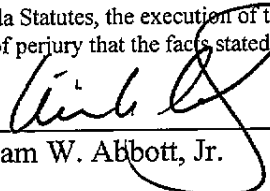
ARTICLE IX
Affidavit of Membership and Contribution

STATE OF FLORIDA
COUNTY OF OKALOOSA

The undersigned, being duly sworn, deposes and certifies as follows:

1. The above named limited liability company has at least one member;
2. The total amount of cash contributed by the member(s) is \$2,000.00;
3. The agreed value of the property, if any, other than cash contributed by member(s) is \$ -0-;
4. The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$2,000.00.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



William W. Abbott, Jr.

(SEAL)

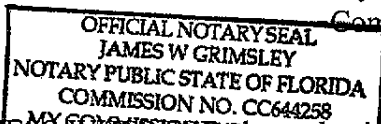
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Sworn to and subscribed before me on the 29 day of June, 1999.

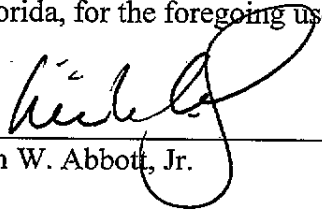

Notary Public

My commission expires:

Commission no.:



IN WITNESS WHEREOF, the undersigned organizer has made and subscribed to these Articles of Organization at Okaloosa County, Florida, for the foregoing uses and purposes this 29 day of June, 1999.


William W. Abbott, Jr.

(SEAL)

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Prepared by
James W. Grimsley
Smith, Grimsley, Bauman, Pinkerton,
Petermann & Wells
P. O. Box 2379
Fort Walton Beach, FL 32549

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.

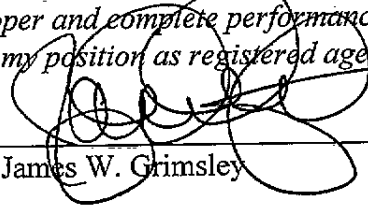
1. The name of the limited liability company is: REALTY CLOSING SERVICES OF FLORIDA, L. L. C.

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

James W. Grimsley
25 Walter Martin Road
Fort Walton Beach, Florida 32548

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Having been named as registered agent and to accept to 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.


James W. Grimsley