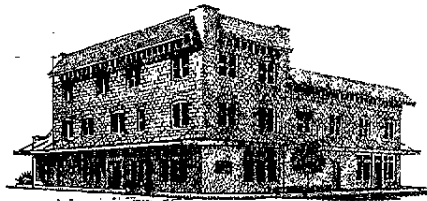


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW
1206 Manatee Avenue West
Bradenton, Florida 34205-7504
(941) 746-1167

LARRY R. CHULOCK
ANNE SHEFFLER DOUGLASS
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NELSON KIRKLAND
WESTON F. SMITH



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

July 15, 1999

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: CORNERSTONE TITLE SERVICES, L.L.C.

Dear Sir or Madam:

Enclosed please find the following concerning the above-referenced Limited Liability Company:

1. One (1) original set of the Articles of Organization, with attached Certificate of Registered Agent.
2. An Affidavit of Capital Contributions.
3. My firm check in the amount of \$337.50 representing the filing fee for the Articles, Registered Agent Designation, and a certified copy of the Articles.

If the enclosed meet with your approval, it will be greatly appreciated if you would file the Articles and Affidavit, and return a certified copy of the Articles to the undersigned.

Should you have any questions or require anything further to file these Articles, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.


Robert W. Hendrickson, III

RWH:kes
Enclosures

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ARTICLES OF ORGANIZATION
FOR
CORNERSTONE TITLE SERVICES, L.L.C.

The undersigned, acting as the organizing Member 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 Cornerstone Title 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 real property title insurance services, and to engage in any other lawful activity.

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ARTICLE IV

Principal Office

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

ARTICLE VI

Management of Business

The Company is to be managed by a Manager or Managers. Advanced Title Research Services, Inc., 1203 SW 12th Street, Ocala, Florida, 34474, will serve as Manager of the Company until its successor is elected and qualified as provided in the Regulations. The Manager is hereby authorized to convey and encumber title to all real and personal property of the Company, borrow money or obtain other creditor 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 Manager deems appropriate. In furtherance of such authorization, the Manager shall have the authority to execute on behalf of the Company any and all agreements, deeds, mortgages, security interests, conditional sales contracts, debt covenants, trust agreements, indentures, leases, conveyance documents, and all other certificates, instruments, and documents as are necessary, reasonable or desirable to convey or encumber title to any real or personal property of the Company. The signature and execution of such documents by the Manager shall clearly set forth that the execution is on behalf of the Company, and that the Manager is signing on behalf of

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the Company. Third parties may rely upon the execution of such documents by the Manager as binding on the Company without further inquiry, consent, or approval.

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 paid or 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.

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

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.

ARTICLE XIII

Contracting Debts

No debt shall be contracted nor liability incurred by or on behalf of the Company except by its Manager, and no Member is authorized or empowered to contract debts or incur liabilities on behalf of the Company unless such Member is also a Manager.

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IN WITNESS WHEREOF, the undersigned organizers of Cornerstone Title Services, L.L.C., have executed these Articles of Organization this 13th day of July, 1999.

ADVANCED TITLE RESEARCH SERVICES, INC.

By: [Signature]
Craig J. Muldoon, President

A-PLUS HOMES, INC.

By: [Signature]
Chris Armstrong, President

ARMSTRONG REALTY AND DEVELOPMENT, INC.
d/b/a KELLER WILLIAMS CORNERSTONE REALTY

By: [Signature]
Chris Armstrong, President

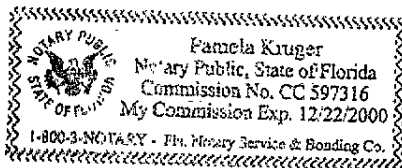
STATE OF FLORIDA
COUNTY OF Marion

The foregoing instrument was acknowledged before me this 13th day of July, 1999 by CRAIG J. MULDOON, as President of ADVANCED TITLE RESEARCH SERVICES, INC., on behalf of the Corporation. CRAIG J. MULDOON is personally known to me or produced as identification, and did not take an oath.

[Signature]
Signature of Person Taking Acknowledgment

Pamela Kruger
Name of Acknowledgor Typed, Printed or Stamped

My commission expires:

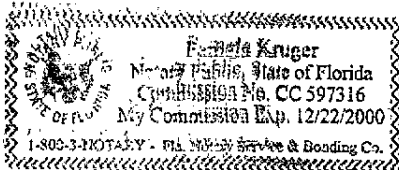


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STATE OF FLORIDA

COUNTY OF Merion

The foregoing instrument was acknowledged before me this 13th day of July, 1999 by CHRIS ARMSTRONG, as President of A-PLUS HOMES, INC., on behalf of the Corporation. CHRIS ARMSTRONG is personally known to me or produced _____ as identification, and did not take an oath.



Pamela Kruger
Signature of Person Taking Acknowledgment

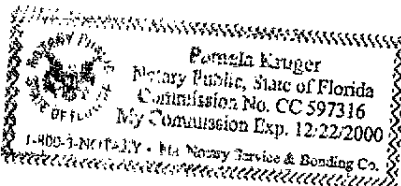
Pamela Kruger
Name of Acknowledgor Typed, Printed or Stamped

My commission expires:

STATE OF FLORIDA

COUNTY OF Merion

The foregoing instrument was acknowledged before me this 13th day of July, 1999 by CHRIS ARMSTRONG, as President of ARMSTRONG REALTY AND DEVELOPMENT, INC. d/b/a KELLER WILLIAMS CORNERSTONE REALTY, on behalf of the Corporation. CHRIS ARMSTRONG is personally known to me or produced _____ as identification, and did not take an oath.



Pamela Kruger
Signature of Person Taking Acknowledgment

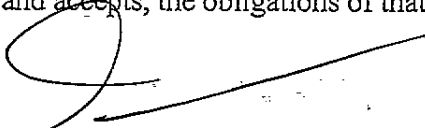
Pamela Kruger
Name of Acknowledgor Typed, Printed or Stamped

My commission expires:

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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT
FOR CORNERSTONE TITLE 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: _____

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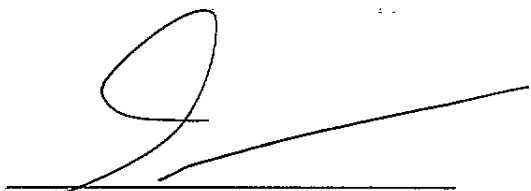
AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA

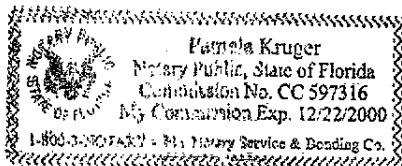
COUNTY OF Marion

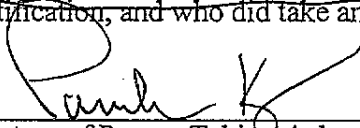
BEFORE ME, the undersigned authority, personally appeared Craig J. Muldoon, who, being first duly sworn, deposes and says that:

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 Cornerstone Title Services, L.L.C., a Florida Limited Liability Company.
3. Cornerstone Title Services, L.L.C., has at least two (2) Members.
4. The amount of current capital contributions to the Company made or to be made by the Members is \$3,000.00, all of which shall be made in cash.
5. Further Affiant sayeth not.


Craig J. Muldoon

The foregoing instrument was acknowledged before me this 13th day of July, 1999, by Craig J. Muldoon, who is personally known to me or produced as identification, and who did take an oath.




Signature of Person Taking Acknowledgment

Pamela Kruger

Name of Acknowledgor Typed, Printed or Stamped

My commission expires:

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