



THE UNITED STATES
CORPORATION
COMPANY

99000007478

ACCOUNT NO. : 072100000032

REFERENCE : 461897 149697A

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 125.00

ORDER DATE : November 4, 1999

ORDER TIME : 11:15 AM

ORDER NO. : 461897-005

CUSTOMER NO: 149697A

CUSTOMER: Stuart P. Buchanan, Esq
SWANN, HADLEY & ALVAREZ, P.A.
SWANN, HADLEY & ALVAREZ, P.A.
Suite 270
1031 West Morse Boulevard
Winter Park, FL 32789

DOMESTIC FILING

NAME: WINTER PARK TITLE SERVICES,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4/11/5

**ARTICLES OF ORGANIZATION
OF
WINTER PARK TITLE SERVICES, L.L.C.**

ARTICLE I

NAME

The name of this limited liability company is WINTER PARK TITLE SERVICES, L.L.C.

ARTICLE II

DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall exist in perpetuity unless earlier dissolved in accordance with Florida law.

ARTICLE III

ADDRESS

The mailing address and the street address of this limited liability company is 1031 West Morse Boulevard, Suite 270, Winter Park, Florida 32789.

ARTICLE IV

REGISTERED AGENT

The name and address of the initial registered agent for this limited liability company is Richard R. Swann, 1031 West Morse Boulevard, Suite 270, Winter Park, FL 32789.

ARTICLE V

BUSINESS TO BE TRANSACTED

The business to be transacted by this limited liability company is any and all lawful business operations authorized by Section 608.404, Florida Statutes (1997). The initial business to be transacted by this limited liability company is

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the issuance of title insurance and all core title services associated with such activity.

ARTICLE VI

MANAGEMENT

This limited liability company will be managed by a Board of Managers. The Board of Managers shall be elected by the Members at the annual meeting of the Members. The Managers are authorized to fill any vacancies on the Board of Managers until the next annual meeting of the Members. The Initial Managers and their respective addresses are as follows:

Richard R. Swann	1031 West Morse Blvd., Suite 270 Winter Park, Florida 32789
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Allan E. Keen	The Keewin Real Property Company 1031 W. Morse Boulevard Suite 325 Winter Park, Florida 32789
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Roger S. Arrowsmith	Eagle Harbor Realty 1888 Eagle Harbor Parkway Orange Park, Florida 32073
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ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new members to this limited liability company shall require the unanimous consent of all existing Members given in writing or given at a meeting of the Members which has been noticed for that purpose.

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ARTICLE VIII

RIGHT TO CONTINUE BUSINESS

In the event of the death, retirement, resignation, expulsion, bankruptcy, withdrawal or dissolution of a Member, or any other event which terminates the continued membership of a Member in this limited liability company, the remaining Members shall have the right to continue the business of this limited liability company so long as at least two Members remain in the limited liability company.

ARTICLE IX

LIMITED LIABILITY COMPANY REGULATIONS

This limited liability company may adopt and amend Company Regulations by a vote of the majority of the Members. The limited liability company shall operate pursuant to such company regulations and any management and operating agreement adopted by the Members.

ARTICLE X

INDEMNIFICATION


This limited liability company shall defend and shall indemnify its members, managers, officers, employees and agents to the fullest extent permitted by Section 608.4363, Florida Statutes (1997), as that statute may be amended or renumbered from time to time.


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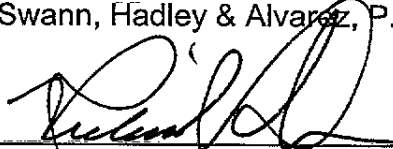
IN WITNESS WHEREOF, all of the initial members of this limited liability company have set their hands and seals this 28th day of October, 1999.

WITNESSES:


Printed Name: Alecia Dyer

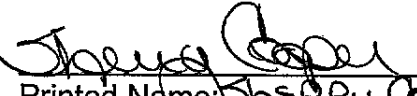

Printed Name: Karen M. Brown

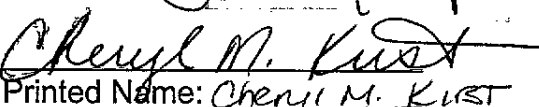
Swann, Hadley & Alvarez, P.A.



RICHARD R. SWANN

DLJ-EWP Limited Partnership,
a Delaware limited partnership

By: Windsong Management, L.L.C.,
a Virginia limited liability company,
its general partner


Printed Name: Sherry Cooper


Printed Name: Cheryl M. Kust

By: 
Roger S. Arrowsmith
Its: Manager

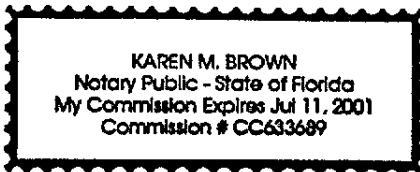
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STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME this 26th day of October, 1999, the undersigned authority, personally appeared Richard R. Swann of Swann, Hadley & Alvarez, P.A., a Professional Association. He is personally known to me or who has produced _____ as identification, and who acknowledged the execution of the foregoing Articles of Organization of Winter Park Title Services, L.L.C. to be the duly authorized act and deed of said corporation, for the purposes therein expressed and who did not take an oath.



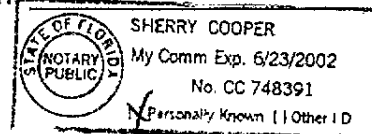
Notary Signature: Karen M. Brown
Notary's Printed Name: Karen M. Brown
Notary Public Commission: _____

STATE OF FLORIDA
COUNTY OF

BEFORE ME this 26th day of October, 1999, the undersigned authority, personally appeared Roger S. Arrowsmith, as Manager of Windsong Management, L.L.C., a Virginia limited liability company, as general partner of DLJ-EWP Limited Partnership, a Delaware limited partnership on behalf of the corporation and partnership. He is personally known to me or who has produced _____ as identification, and who acknowledged the execution of the foregoing Articles of Organization of Winter Park Title Services, L.L.C. to be the duly authorized act and deed of said corporation, for the purposes therein expressed and who did not take an oath.

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FLORIDA

Notary Signature: Sherry Cooper
Notary's Printed Name: Sherry Cooper
Notary Public Commission: _____



**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:

Winter Park Title Services, L.L.C.

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

Swann & Hadley

1031 West Morse Boulevard, Suite 270

Winter Park, Florida 33789

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.



SIGNATURE Richard R. Swann

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