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DIVISION OF CORPORATION

FOREIGN PROFIT QUALIFICATION

LSI Title Agency, Inc.

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J. BRYAN MAY 28 2004

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. LSI Title Agency, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Illinois

(State or country under the law of which it is incorporated)

3. 90-0172717

(FEI number, if applicable)

4. 5/11/2004

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 601 Riverside Ave., Jacksonville, FL 32204

(Principal office address)

17911 Van Karman Ave., Suite 300, Irvine, CA 92614

(Current mailing address)

8. Title Agency

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

(City)

, Florida 33324

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT Corporation System

By: [Signature]

(Registered agent's signature)

SCOT FERRARO
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS See attachmentChairman: William P. Foley, IIAddress: 601 Riverside AvenueJacksonville FL 32204

Vice Chairman: _____

Address: _____

Director: Raymond R. QuirkAddress: 601 Riverside AvenueJacksonville FL 32204Director: Alan L. StinsonAddress: 601 Riverside AvenueJacksonville FL 32204**B. OFFICERS** See attachmentPresident: Raymond R. QuirkAddress: 601 Riverside AvenueJacksonville FL 32204Vice President: Marjorie NemzuraAddress: 171 N. Clark Street, 8th FloorChicago IL 60601-3294Secretary: Todd C. JohnsonAddress: 601 Riverside Avenue, Jacksonville FL 32204Treasurer: Patrick G. FarengaAddress: 601 Riverside Avenue, Jacksonville FL 32204

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Marjorie Nemzura
(Signature of Director or Officer listed in number 12 of the application)14. Marjorie Nemzura, Vice President
(Typed or printed name and capacity of person signing application)

LSI Title Agency, Inc.
Directors and Officers

FILED
2004 MAY 27 AM 10:34
JULIA S. HARRIS, CLERK
TALLAHASSEE, FLORIDA

Directors

William P. Foley, II	601 Riverside Ave., Jacksonville, FL 32204
Raymond R. Quirk	601 Riverside Ave., Jacksonville, FL 32204
Ernest D. Smith	601 Riverside Ave., Jacksonville, FL 32204
Alan L. Stinson	601 Riverside Ave., Jacksonville, FL 32204

Officers

William P. Foley, II	Chairman of Board	601 Riverside Ave., Jacksonville, FL 32204
Raymond R. Quirk	Pres. & CEO	601 Riverside Ave., Jacksonville, FL 32204
Peter T. Sadowski	Exec. VP & Gen. Counsel	601 Riverside Ave., Jacksonville, FL 32204
Ernest D. Smith	Executive Vice President	601 Riverside Ave., Jacksonville, FL 32204
Alan L. Stinson	Exec. VP & CFO	601 Riverside Ave., Jacksonville, FL 32204
Kevin R. Chiarello	Senior VP & Chief Compliance Officer	17911 Von Karman Ave., Irvine, CA 92614
Richard L. Cox	Senior VP and Tax Officer	601 Riverside Ave., Jacksonville, FL 32204
Todd C. Johnson	Senior VP & Secretary	601 Riverside Ave., Jacksonville, FL 32204
Donald E. Partington	Senior VP & Asst. Sec.	17911 Von Karman Ave., Irvine, CA 92614
Jeffrey Colby	Vice Pres. & Controller	601 Riverside Ave., Jacksonville, FL 32204
Patrick G. Farenga	Vice Pres. & Treasurer	601 Riverside Ave., Jacksonville, FL 32204
Anthony J. Park	Vice Pres. and Chief Accounting Officer	4050 Calle Real, Santa Barbara, CA 93110
Marjorie Nemzura	VP and Asst. Sec.	171 N. Clark St., 8 th Fl. Chicago, IL 60601
Eileen W. Van Roeyen	VP and Asst. Sec.	171 N. Clark St., 8 th Fl., Chicago, IL 60601

5/20/2004

File Number

6353-147-2



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

LSI TITLE AGENCY, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE MAY 11, 2004, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS*****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 24TH *day of* MAY *A.D.* 2004

Jesse White

SECRETARY OF STATE