

P02000081512

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

500006699655--9
-07/26/02--01027--011
*****87.50 *****87.50

SUBJECT: FUNDAMENTAL TITLE SERVICES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: STEVEN H. ZAPATA, ESQ.
Name (Printed or typed)

2900 UNIVERSITY DRIVE SUITE #032
Address

CORAL SPRINGS, FLORIDA 33065
City, State & Zip

954-340-6011
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 JUL 26 AM 8:41

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FUNDAMENTAL TITLE SERVICES, INC.

FILED
02 JUL 26 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a professional corporation in accordance with Chapter 607 of the Florida Statutes and Florida Professional Service Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: FUNDAMENTAL TITLE SERVICES, INC.. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The purpose for which the Corporation is organized shall be to engage in and carry on all branches of title insurance and escrow services, and to take all actions that are necessary or proper in connection with that practice, including but not limited to the following:

a) To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives of the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to or growing out its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Service Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

b) To carry on any other business in connection with and incidental to any

of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all powers conferred on corporations by the laws of the State of Florida.

c) To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact bylaws to carry these restrictions into effect.

ARTICLE III

The professional services of the Corporation shall be rendered only through officers, employees, and agents. Professional services shall be rendered in each case by the officer, employees, or agent designated solely by this Corporation, acting through its duly elected officers.

ARTICLE IV

The term of existence of the Corporation is perpetual.

ARTICLE V

a) The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock without par value.

b) The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by corporate law, for the purchase or acquisition of shares, voting, trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidence of indebtedness or other securities of the Corporation.

c) To the extent permissible under the laws of the State of Florida, consent by

vote or otherwise of the holders of shares entitling them to exercise a majority of the voting power of the corporation shall be sufficient to sustain any action taken by the shareholders of that class.

ARTICLE VI

The amount of capital with which the corporation will begin business shall be \$100.00.

ARTICLE VII

The principal office of this corporation will be 2900 University Drive Suite 32, Coral Springs, Florida 33065

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

1. Steven H. Zapata (P,T) 2900 University Drive
Coral Springs, Florida 33065
2. Lourdes Zapata (VP,SEC) 2900 University Drive
Coral Springs, Florida 33065

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:


STEVEN H. ZAPATA, ESQ.
2900 UNIVERSITY DRIVE SUITE 32
CORL SPRINGS, FLORIDA 33065

ARTICLE IX

In pursuance of Chapter 48.091 Florida Statutes the following is submitted in compliance with said Act:

First. That FUNDAMENTAL TITLE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at 2900 University Drive Suite 32, Coral Springs, Florida 33065, County of Broward, has named Steven H. Zapata, Esq., as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keep open said office.


STEVEN H. ZAPATA, ESQ.
Resident Agent

FILED
02 JUL 26 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

The names and addresses of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
STEVEN H. ZAPATA	2900 UNIVERSITY DR. STE 32 CORAL SPRINGS, FL. 33065	60
LOURDES ZAPATA	2900 UNIVERSITY DR. STE 32 CORAL SPRINGS, FL. 33065	40

ARTICLE XI

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

ARTICLE XII

A director or officer of the corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation, a trustee or beneficiary of a trust; or otherwise connected with any enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the Corporation or for any gain or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director or trustee; any trust of which he or she is a Trustee or

beneficiary; or other entity with which he or she is a connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust, or other entity is interested shall be disclosed or shall have been known to the Board of Directors of the members of the Board present at any meeting of the Board of Directors at which action on the transaction is taken. Any interested director may be counted in determining the existence of a quorum at any meeting of the Board of Directors that authorizes or takes actions in respect to any such transaction; any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may tak any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the Corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XIII

a) The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or hers heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be mad a party by reason of having been a director, officer, or employee of the Corporation.

Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by written instrument signed by a majority of all of the directors, that the officer, director or employee:

1) was not grossly negligent in his or her duty to the Corporation, nor; guilty of intentional misconduct in the performance of duties to the Corporation

2) acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

3) in any matter subject to criminal action, suit or proceeding, has no reasonable cause to believe that the conduct was unlawful. In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

b) Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the Board of President or Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation

maintains its principal office, to consider the matters referred to in Subparagraphs (1), (2), and (3), of Article XIII. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS THEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL THIS 25 day of July, 2002.

[Handwritten Signature]

STEVEN H. ZAPATA

[Handwritten Signature]

LOURDES ZAPATA

02 JUL 26 AM 8:41
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTRY OF BROWARD

I hereby certify that on this day, before me a Notary Public duly authorized in the State and County above named to take acknowledgements, personally appeared STEVEN H. ZAPATA, and LOURDES ZAPATA, to me known to be the persons described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION.

WITNESS by my hand and official seal in the County and State named above, this 25 day of July, 2002.

[Handwritten Signature]
NOTARY PUBLIC

STATE OF FLORIDA

MY COMMISSION EXPIRES:

