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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
25 SE 2ND AVE
SUITE 900
MIAMI FL 33131-

FAX: (904) 922-4000

CONTACT: NIURKA ALONSO
PHONE: (305) 358-5900
FAX: (305) 358-9490

((H93000004095))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BUILDERS TITLE SERVICES, INC.
FAX AUDIT NUMBER: H93000004095

CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:11:09

DATE REQUESTED: 04/11/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$70.00

CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 076150002103

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TALLAHASSEE, FLORIDA

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04/11/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Moriham
Secretary of State

April 11, 1995

MURAI WALD BIONDO MORENO, P.A.

MIAMI, FL

SUBJECT: BUILDERS TITLE SERVICES, INC.
REF: H95000007736

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please complete Article(s) II.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000004095
Letter Number: 495A00016437

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

MURAI WALD BIONDO & MORENO, P.A.
 25 S.E. 2nd Ave.
 Suite 900, Ingraham Building
 Miami, FL 33131

TELEFAX

TO: Loria Poole
 FROM: Cristina Edarte Brochin
 DATE: 4/11/95
 FAX NO: (904) 922-4000
 CLIENT: Builders Title

Number of Pages (including this cover page) 8

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Our telephone # (305) 358-5900 Our fax # (305) 358-9490

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MESSAGE:

This Instrument Prepared By:
Cristina Uhartu Brochin, Esq.
Florida Bar No. 0581410
Murai, Wald, Mondo & Morono, P.A.
25 SE 2 Ave. Suite 900
Miami, Florida 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BUILDERS TITLE SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BUILDERS TITLE SERVICES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be April 11, 1995.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the

basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Mural, Wald, Biundo & Moreno, P.A. The principal address of the Corporation is c/o 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation.

The name and street address of the initial directors are:

Carlos E. Martinez
14260 S.W. 119 Avenue
Miami, Florida 33183

Agusto Jil
9360 Sunset Drive
Suite 291
Miami, Florida 33173

Sergio Pino
901 S.W. 69 Avenue
Miami, Florida 33144

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Mural, Wald, Biundo & Moreno, P.A.
25 S.E. 2nd Avenue
Suite 900
Miami, Florida 33131

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of April, 1995.

Mural, Wald, Blondo
& Moreno, P.A.

By: Cristina Echarte Brochin
Cristina Echarte Brochin, Esq.
Incorporator

STATE OF FLORIDA)
)SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Cristina Echarte Brochin known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of April, 1995.

Angela G. [Signature]
NOTARY PUBLIC
State of Florida at Large
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/98
LONGWOOD FLORIDA 32750-1000

My Commission Expires
04/11/98

CERTIFICATE OF REGISTERED AGENT

OF

BUILDERS TITLE SERVICES, INC.

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:


That Builders Title Services, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

Dated this 10 day of April, 1995.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: 
Rene V. Murai,
President

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TALLAHASSEE, FLORIDA

P95000028502

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 DEPARTMENT OF STATE 25 SE 2ND AVE
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 407 EAST GAINES STREET MIAMI FL 33131-
 TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
 FAX: (904) 922-4000 PHONE: (305) 358-5900
 FAX: (305) 358-9490

(((H95000010777))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: BUILDERS TITLE SERVICES, INC.
 FAX AUDIT NUMBER: H95000010777 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 09/27/1995 TIME REQUESTED: 12:02:52
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 DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
BUILDERS TITLE SERVICES, INC.**

- 1. The name of the corporation is BUILDERS TITLE SERVICES, INC., a Florida corporation, filed in Tallahassee on April 11, 1995, under Document Number P95000028502.
- 2. Article I of the Articles of Incorporation of BUILDERS TITLE SERVICES, INC. is hereby amended by deleting it in its entirety and replacing it with the following:

***ARTICLE I**

The name of the corporation is: **BUILDERS TITLE COMPANY***

3. The Amendment was adopted by the Shareholders and Directors of the corporation on the 20 day of September, 1995

4. The Amendment was approved by unanimous consent of the Shareholders and Directors of the corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 20 day of September, 1995.

BUILDERS TITLE SERVICES, INC.

By: [Signature]
Sergio Pino, President

ATTESTED:

By: [Signature]
Augusto J. Gil, Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 20 day of September, 1995, by SERGIO PINO, as President of BUILDERS TITLE SERVICES, INC., a Florida corporation, on behalf of the corporation. This person is personally known to me or () has produced H. A. as identification.

NOTARY PUBLIC
[Signature]
Print Name: Emilio F. Martinez

My Commission Expires:

Prepared by:
Cristina Echarte Brochin, Esq.
Murai Wald, Biondo & Moreno, P.A
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
Phone: 358-5900
Florida Bar No. 518410



EMILIO F. MARTINEZ
MY COMMISSION # CC429137 EXPIRES
February 18, 1999
ISSUED THROUGH THE FLORIDA INSURANCE DEPT.

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 20 day of September, 1995, by AUGUSTO J. GILL, as Secretary of BUILDERS TITLE SERVICES, INC., a Florida corporation, on behalf of the corporation. This person () is personally known to me or () has produced N.A. as identification.

NOTARY PUBLIC

Print Name: EMILIO F. MARTINEZ

My Commission Expires:

G:\CEB\BUILDERS.AMD



EMILIO P. MARTINEZ
MY COMMISSION EXPIRES
February 18, 1998
BOARD TITLE TRUST FIDELITY, INC.