

95 000045088

Stephen N. Rosenthal

SUITE 1040 CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
Miami, Florida 33130

TELEPHONE (305) 378 1452
"FAX" (305) 358 8020

February 20, 1995

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-06/06/95--01064--010
****122.50 ****122.50

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

Re: Incorporation of Nations Title Corporation
To whom it may concern:

In connection with the above-captioned matter, enclosed please find fully executed original and copy of Articles of Incorporation, together with my check made payable to your order in the sum of \$122.50 representing the cost of filing these Articles.

After the Articles have been filed, please forward certified copy of same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and consideration.

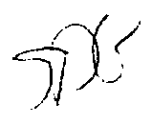
Very truly yours,



STEPHEN N. ROSENTHAL

SNR/ar
Enclosures
10/Nations/ltr.1

FILED
95 JUN -6 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION
OF
NATIONS TITLE CORPORATION

WE, THE UNDERSIGNED do hereby associate ourselves for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

NATIONS TITLE CORPORATION

ARTICLE II - PURPOSE

A. To carry on and engage in the business of examining and certifying title to real estate; to make abstracts of public records, documents, and files and to perform all other acts necessary and related thereto, and to hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, and to further handle real estate closings; prepare title searches; issue policies, together with all matters related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner, to wit:

One Hundred (100) Shares of Common Stock having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the by-laws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

25 West Flagler Street
Suite 1040
Miami, FL 33130

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be STEPHEN N. ROSENTHAL, and the Registered Office shall be located at 25 West Flagler Street, Miami, FL 33130 or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the by-laws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Stephen N. Rosenthal	Pres./Secretary	25 W. Flagler St. Suite 1040 Miami, FL 33130
Scott A. Marcus	V.Pres./Treasurer	25 W. Flagler St. Suite 1040 Miami, FL 33130

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stephen N. Rosenthal	25 W. Flagler St. Suite 1040 Miami, FL 33130
Scott A. Marcus	25 W. Flagler St. Suite 1040 Miami, FL 33130

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Stephen N. Rosenthal	25 W. Flagler St. Suite 1040 Miami, FL 33130	50	\$500.00
Scott A. Marcus	25 W. Flagler St. Suite 1040 Miami, FL 33130	50	\$500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

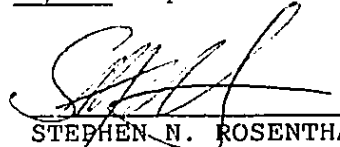
ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

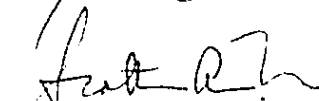
ARTICLE XIV - BY-LAWS

The original By-Laws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the by-laws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the by-laws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the by-laws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 3rd day of ^{May} ~~February~~, 1995.



STEPHEN N. ROSENTHAL (SEAL)



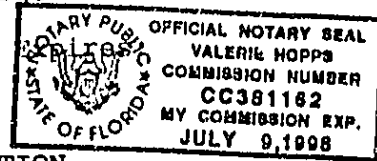
SCOTT A. MARCUS (SEAL)

STATE OF FLORIDA)
) .SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
7/1st day of ^{February} February, 1995, by STEPHEN N. ROSENTHAL and SCOTT A.
MARCUS who are personally known to me and have produced their
drivers license as identification and who did (did not) take an
oath.

Valerie Hopps
NOTARY PUBLIC, State of
Florida at Large

My Commission



**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of NATIONS TITLE CORPORATION and agree to serve
as its Registered Agent, to accept service of process within the
State as its Registered Office located at: 25 West Flagler
Street, Suite 1040, Miami, FL 33130.

[Signature]
STEPHEN N. ROSENTHAL
Registered Agent

FILED
95 JUN -6 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/nations/incorp

P95000045088

Scott A. Marcus
Attorney at Law
25 West Taylor Street, Suite 1019
Miami, Florida 33130
(305) 371-5007
Fax (305) 381-7930

September 28, 1995

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

800001602208
-10/06/95--01032--008
*****87.50 *****87.50

Re: Amendment of Articles of Incorporation of:
NATIONS TITLE CORPORATION

Dear Amendment Division:

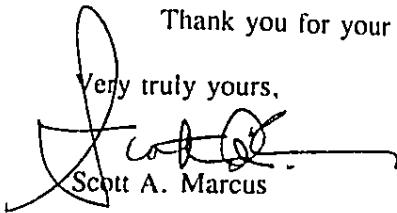
In connection with the above-captioned matter, enclosed please find fully executed original and copy of my amended Articles of Incorporation, together with my check made payable to your order in the sum of \$87.50 representing the cost of filing these amended Articles and a certified copy of the same.

Due to changes in nearly all of the ARTICLES an entire revised copy of the Articles of Incorporation is being submitted.

After the Articles have been filed, please forward certified copy of the same directly to the undersigned, together with your Certificate acknowledging the filing of this document.

Thank you for your courtesy and cooperation.

Very truly yours,


Scott A. Marcus

SAM/mp
Enclosure

FILED
95 OCT 18 AM 10:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Restated Art.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1995

SCOTT A. MARCUS
25 W. FLAGLER ST., SUITE 1019
MIAMI, FL 33130

SUBJECT: NATIONS TITLE CORPORATION
Ref. Number: P95000045088

We have received your document for NATIONS TITLE CORPORATION and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ Please entitle your document Restated Articles of Incorporation. *of Nations Title Corporation*
Please specify which article number you are amending, adding, or deleting.
- ✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.
- ✓ The incorporator(s) cannot be amended or changed. Please correct your document accordingly.
- ✓ 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 395A00046338

*Please call me
if there are any
other problems.
Thanks Scott*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
95 OCT 18 AM 10: 26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NATIONS TITLE CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

* See Attached Articles of Incorporation which have been revised and submitted.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 28, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 28TH of SEPTEMBER, 19 95

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SCOTT MARCUS

Typed or printed name

PRESIDENT / Director

Title

RESTATED ARTICLES OF INCORPORATION

OF

NATIONS TITLE CORPORATION

THE UNDERSIGNED do hereby associate **NATIONS TITLE CORPORATION** for the purpose of forming a corporation under the laws of the State of Florida, and do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

NATIONS TITLE CORPORATION

ARTICLE II - PURPOSE

A. To carry on and engage in the business of examining and certifying title to real estate; to make abstracts of public record, documents and files and to perform all other acts necessary an related thereto, and to hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, and to further handle real estate closings; prepare title searches; issue policies, together with all matters related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner to wit:

One Hundred (100) Shares of Common Stock, having no par value.

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

25 West Flagler Street (1019)
Miami, FL 33130

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be SCOTT A. MARCUS, and the Registered Office shall be located at: 25 West Flagler Street (Suite 1019), Miami, FL 33130, or such other person or such other place as the Director or Board of Directors may from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary, and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire chose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
SCOTT A. MARCUS	President/Vice President Secretary/Treasurer	25 West Flagler Street Suite 1019 Miami, FL 33130

ARTICLE IX - BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than (5) persons.

ARTICLE X - DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the ~~initial~~ Director or Board of Directors until the first annual meeting of the Corporation, or until his or their successor or successors are elected and qualified shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
SCOTT A. MARCUS	25 West Flagler Street, (1019) Miami, FL 33130

ARTICLE XI - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in Connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any rights to which such Director or Officer may be entitled.

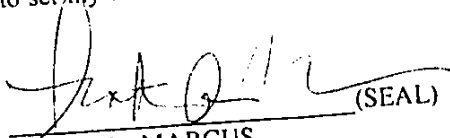
ARTICLE XII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIII - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 31 day of May 1995.



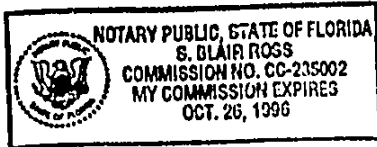
SCOTT A. MARCUS (SEAL)

(SEAL)
(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16th day of February, 1995 by SCOTT A. MARCUS, who is personally known to me or has produced his drivers license as identification and who did/did not take an oath.



S. Blair Ross
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE ACCEPTING DESIGNATION AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of the NATIONS TITLE CORPORATION and agree to serve as its Registered Agent, to accept service of process within the State at its Registered Office located at: 25 West Flagler Street, Suite (1019), Miami, FL 33130.

Scott A. Marcus
SCOTT A. MARCUS, Registered Agent