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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

marketable title affiliates, inc.

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ARTICLES OF INCORPORATION
OF
MARKETABLE TITLE AFFILIATES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1
NAME

The name of the corporation ("Corporation") is:

MARKETABLE TITLE AFFILIATES, INC

ARTICLE 2
BUSINESS PURPOSE

The purposes for which the Corporation is organized shall be to transact any lawful business for which corporations may be incorporated under the Florida Law and to do those things that may be ancillary, necessary or proper in connection with this business purpose, including, but not limited to, the following:

- (A) To purchase, lease, or otherwise acquire, to own, hold, maintain, improve, operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever in furtherance of the business of the Corporation and in connection with any other proper business activity in which the Corporation may engage.
- (B) To enter into and make all necessary contracts for the conduct of its corporate business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

Prepared by:
Paul D. Gottfried, Esq.
AMSTER, GOMEZ & GOTTFRIED, P.A.
412 Southeast 23rd Street
Fort Lauderdale, Florida 33316
Tel: (954) 467-7010
Florida Bar Number: 0032212

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- (C) To borrow or raise money reasonably required in the conduct of its corporate business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- (D) To form and become a participant in any partnership, limited partnership, limited liability company or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity.
- (E) To carry on any other business in connection with and incidental to any businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Florida with all the powers conferred on corporations by the laws of the State of Florida.
- (F) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.
- (G) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.
- (H) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.
- (I) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its business or that arise otherwise, and at all times comply with the provisions of the Florida Business Corporation Act as presently enacted and as may be amended or superseded by any other statute.

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Marketable Title Affiliates, Inc.

ARTICLE 3
CORPORATE OFFICE

The street address of the principal office of the Corporation is:

412 Southeast 23rd Street
Ft. Lauderdale, Florida 33316

ARTICLE 4
CAPITALIZATION

4.1 The aggregate number of voting shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)**. The aggregate number of non-voting shares that the Corporation is authorized to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500)**. All shares shall constitute common stock, each share having a par value of \$.01.

4.2 No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

4.3 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may set forth in the By-laws of the Corporation.

4.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions, or other rights, voting powers, restrictions limitation as to dividends, qualifications, or terms or conditions of redemption of the stock.

ARTICLE 5
SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy

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of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 6
REGISTERED OFFICE AND AGENT

The address of the initial registered agent of the Corporation in the State of Florida is: 412 Southeast 23rd Street, Ft. Lauderdale, Florida 33316 and the name of the initial registered agent of the Corporation at such address is **AMSTER, GOMEZ & GOTTFRIED, P.A.**

ARTICLE 7
INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and street address of the initial Directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|------------------------------------------------------------|
| Paul D. Gottfried | 412 Southeast 23rd Street Ft. Lauderdale, Florida 33316 |
| Steven R. Amster | 412 Southeast 23rd Street Ft. Lauderdale, Florida 33316 |

ARTICLE 8
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

Steven R. Amster
412 Southeast 23rd Street
Ft. Lauderdale, Florida 33316

ARTICLE 9
INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered

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by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors.

ARTICLE 10

CONTRACTS WITH DIRECTORS AND OFFICERS

10.1 No contract or other transaction between the Corporation and any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors or officers of the Corporation are directors, officers or stockholders of such other corporation or are pecuniarily or otherwise interested in such other corporation or in such contract or other transaction or in such act of the Corporation. Any director of the Corporation individually, or any firm or association of which any director may be a member, or any corporation of which he/she may be a director, officer or shareholder, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact he/she, individually, or such firm, association or corporation in such a party, or is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such transaction shall be taken. Any director of the Corporation who is also a director or officer of such other corporation or who is so interested individually, or is a member of any firm or association or is a director, officer or shareholder of any corporation which is a party to such contract or other transaction, or is so pecuniarily or otherwise interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize or ratify any such contract or transaction, with like force and effect as if he/she were not such a party or not a member of such firm or association or not a director, officer or stockholder of such other corporation or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director, officer or shareholder of such subsidiary or affiliated corporation.

10.2 No contract or other transaction between the Corporation and any or all of its shareholders shall, in the absence of fraud, in any way be invalidated or otherwise affected by the fact that such stockholder or stockholders are pecuniarily or otherwise interested in such contract or other transaction.

ARTICLE 11

INFORMATION ACTION OF DIRECTORS AND SHAREHOLDERS

If the required majority of the Directors or shareholders severally or collectively

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consent in writing to any action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

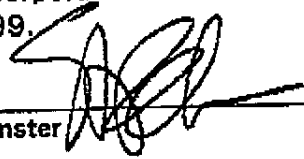
ARTICLE 12
CORPORATE DURATION

The corporate existence of the Corporation shall commence as of the date and time upon which the incorporator named in these Articles of Incorporation shall have subscribed and acknowledged the same. The Corporation shall exist perpetually.

ARTICLE 13
AMENDMENT

The Board of Directors shall have the power, without the assent or vote of the shareholders, to make, adopt, alter, and/or repeal the Articles of Incorporation and/or the By-Laws of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of March 1999.

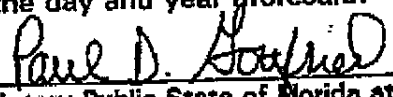


Steven R. Amster
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

On this 9th day of March 1999 before me, a Notary Public in and for the state and county aforesaid, personally appeared Steven R. Amster who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of MARKETABLE TITLE AFFILIATES, INC. who duly acknowledged to me that he signed said Articles of Incorporation as the incorporator of said Corporation.

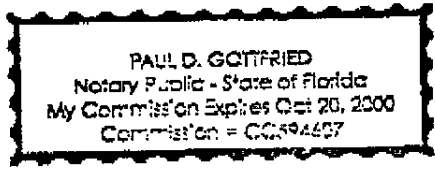
Witness my hand and seal of office on the day and year aforesaid.



Notary Public State of Florida at Large

My Commission Expires:
OCTOBER 20, 2000

[Notarial Seal]



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Amster, Gomez & Gottfried, P.A.
A Florida Professional Association


Paul D. Gottfried, Esq.
Vice-President

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