

THE LAW OFFICES OF DANIEL B. LAZAR, P.A.

ATTORNEY AT LAW
3785 NORTHWEST 82 AVENUE
DORAL ONE-SUITE 315
MIAMI, FLORIDA 33166
TELEPHONE (305) 594-3690
FAX (305) 594-6649

July 15, 1999

P 99000065905

DIVISION OF CORPORATIONS
P.O. BOX 6237
TALLAHASSEE, FL 32314

RE: APPLICATION

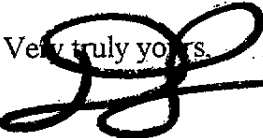
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99 JUL 19 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To whom it may concern:

Enclosed herewith please find the following documents in connection with the above captioned transaction:

Check in the Amount of \$ 78.75 for filing fees, registration of Agent, and certified copy
Articles of Incorporation
Certificate of Designation of Resistered Agent

If you have any questions regarding this matter, please feel free to contact me.

Very truly yours,

Daniel B. Lazar

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*****78.75 *****78.75

enclosures

DBL/mm

F. CHESLER JUL 26 1999

Daniel GAVE
AUTHORIZATION BY PHONE TO
CORRECT add in
DATE 7-26-99
BY EXTM FC

W 7/25

**ARTICLES OF INCORPORATION FOR
TITLE PARTNERSHIP OF AMERICA INC.**

ARTICLE I- NAME

The name of the corporation is *TITLE PARTNERSHIP OF AMERICA INC.*

ARTICLE II-COMMENCEMENT OF EXISTENCE

This corporation shall commence to exist on the date of subscription of these Articles if filed within five days with the Secretary of State, State of Florida.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting a Title Insurance Company as permitted under the laws of the United States and of the State of Florida.

ARTICLE IV- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

3785 N.W. 82 Ave, Suite 315
Miami, Florida 33166

ARTICLE V- CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock of par value of \$100, which shall be the only class of stock.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class of service as that he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fictional shares) at the price at which it is offered to others.

ARTICLE VII- INITIAL REGISTERED AGENT

The street address of the initial registered agent of this Corporation is 3785 N.W. 82 Ave, Suite 315, Miami, Florida 33166. The name of the initial registered agent of this professional service Corporation is Daniel B. Lazar, P.A.

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TALLAHASSEE, FLORIDA

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ARTICLE VIII- BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of directors may be increased or decreased from time to time as by the by-laws, but shall never be less than one. The name and address of the initial director of this Corporation is

Daniel B. Lazar, President

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Article of Incorporation is Daniel B. Lazar, 3785 N.W. 82 Ave, Suite 315, Miami, Florida, 33166

ARTICLE X- INDEMNIFICATION

The Corporation shall indemnify any office or director, or any former office or director, to the full extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 12 day of July 1999


Daniel B. Lazar

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA'S STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TITLE PARTNERSHIP OF AMERICA INC.

2. The name and address of the registered agent and office is:

DANIEL B. LAZAR, P.A.

(Name)

3785 NW 82 AVE, SUITE 315

(P.O. Box not acceptable)

MIAMI, FLORIDA

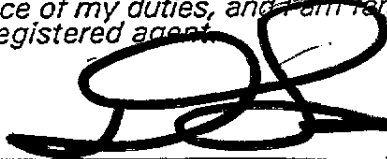
(City/State/Zip)

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



(Signature)

(Date)

7/12/99