

LAW OFFICES

REINMAN MATHESON KOSTRO & VAUGHAN, P.A.

Please Reply to Melbourne

1825 Riverview Drive
Melbourne, Florida 32901
Telephone: (407) 768-2001
Facsimile: (407) 676-0729

H65575

400 South Atlantic Avenue
Suite 112
Ormond Beach, Florida 32176
Telephone: (904) 673-6733
Facsimile: (904) 673-2727

April 5, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-04/12/99-01093-002
*****35.00 *****35.00

Re: Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Restated Articles of Incorporation of Liberty Maximum Title, Inc. Please file same and return proof of filing to this office.

Also enclosed is our check in the amount of \$35.00 as filing fee. Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

*Restate
4-26-99
VSK*

VSK:pip

Enclosures

FILED
99 APR 23 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES

REINMAN MATHESON KOSTRO & VAUGHAN, P.A.

MELBOURNE • ORMOND BEACH

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Melbourne, Florida 32901
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JAMES L. REINMAN
MAUREEN MONAGHAN MATHESON
VICTOR S. KOSTRO
KATHRYN A. VAUGHAN

Of Counsel
PAUL R. GOUGELMAN, III

April 21, 1999

Florida Department of State
Division of Corporations
ATTN: Doug Spitler, Document Specialist
P.O. Box 6327
Tallahassee, FL 32314

RE: Liberty Maximum Title, Inc.
Letter Number: 799A00019384

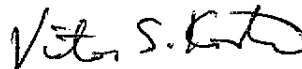
Dear Mr. Spitler:

As requested, enclosed please find an original and one copy of the Restated Articles of Incorporation of Liberty Maximum Title, Inc., as well as a designation and acceptance of Registered Agent for the corporation. Pursuant to the above referenced correspondence, Article VIII no longer mentions or changes the Incorporators.

Please file the Restated Articles and return proof of filing to this office.

If you have any questions or require additional information, please don't hesitate to contact me at your convenience.

Sincerely,



VICTOR S. KOSTRO

VSK:pip
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 16, 1999

REINMAN MATHESON KOSTRO & VAUGHAN, P.A.
ATTN: VICTOR S. KOSTRO
1825 RIVERVIEW DRIVE
MELBOURNE, FL 32901

SUBJECT: LIBERTY MAXIMUM TITLE, INC.
Ref. Number: H65575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 23 AM 10:34

FILED

We have received your document for LIBERTY MAXIMUM TITLE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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 (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 799A00019384

RECEIVED APR 19 1999

RESTATED ARTICLES OF INCORPORATION

OF

LIBERTY MAXIMUM TITLE, INC.

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99 APR 23 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1006 and 607.1007, Fla. Stat. (1997), the Board of Directors of LIBERTY MAXIMUM TITLE, INC. has duly adopted these Restated Articles of Incorporation and hereby file same. The restatement of the Articles of Incorporation was duly adopted by the Board of Directors and Shareholders of the Corporation on the 24th day of February, 1999, pursuant to a Written Consent in Lieu of Meeting in which the number of votes cast for the restatement was sufficient for approval, and such Written Consent was done in accordance with the provisions of Florida Statutes.

ARTICLE I - NAME

The name of this corporation is LIBERTY MAXIMUM TITLE, INC., located at 777 N. Highway A1A, Suite 201, Indialantic, FL 32903.

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 777 N. Highway A1A, Suite 201, Indialantic, Florida 32903, and the name of the registered agent of this corporation at that address is Nancy R. Taylor.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two directors. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the current directors of this corporation are::

<u>NAME</u>	<u>ADDRESS</u>
BARBARA C. WALL	777 N. Highway A1A, Suite 101 Indialantic, Florida 32903
NANCY R. TAYLOR	777 N. Highway A1A, Suite 101 Indialantic, Florida 32903

ARTICLE VIII - SIGNORS

The name and address of the persons signing these Restated Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA C. WALL	777 N. Highway A1A, Suite 101 Indialantic, Florida 32903
NANCY R. TAYLOR	777 N. Highway A1A, Suite 101 Indialantic, Florida 32903

ARTICLE IX - BYLAWS

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

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, 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 stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

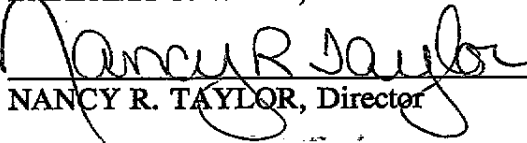
ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Restated Articles of Incorporation this 24 day of February, 1999.



BARBARA C. WALL, Director



NANCY R. TAYLOR, Director

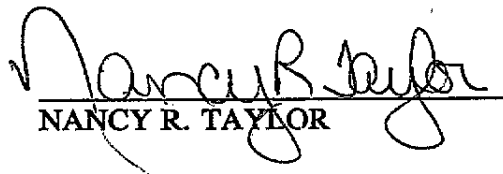
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that LIBERTY MAXIMUM TITLE, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the Town of Indialantic, County of Brevard, State of Florida, has named NANCY R. TAYLOR, located at 777 N. Highway A1A, #201, Indialantic, Florida 32903, 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 the 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 keeping open said office.


NANCY R. TAYLOR

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CLERK OF STATE
TALLAHASSEE, FLORIDA