

SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
JAMES H. SIESKY, P.A.
DOUGLAS A. WOOD, P.A.

SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 34102

PO0000042303
APR 24, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

FEDERAL EXPRESS

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-04/26/00-01062--003
*****78.75 *****78.75

RE: Beachfront Title Insurance, Inc.

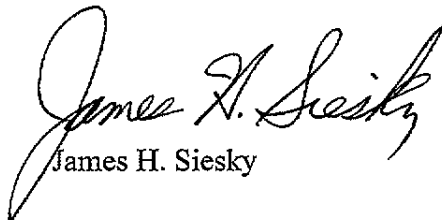
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, along with a check in the amount of \$78.75 for the filing fee.

Please forward a certified copy of the charter to: James H. Siesky, 141 Caribbean Road, Naples, FL 34108. Do not return it to this office. Thank you!

If you have any questions or if additional information is required, please contact the undersigned.

Sincerely yours,


James H. Siesky

/wlg
enclosure

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FILED
00 APR 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 27 2000

BEACHFRONT TITLE INSURANCE, INC.

FILED
00 APR 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I CORPORATE NAME

The name of the corporation shall be Beachfront Title Insurance, Inc.

ARTICLE II DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 141 Caribbean Road, Naples, FL 34108.

ARTICLE IV PURPOSE

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

ARTICLE V CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value class "A" common stock, which shall be designated "class 'A' common shares" and 1,000 shares of \$1.00 par value class "B" common stock, which shall be designated "class 'B' common shares." The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI
PREEMPTIVE RIGHTS

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

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1000 Tamiami Trail N., Suite 201, Naples, FL 34102, and the name of the initial registered agent of the corporation at that address is James H. Siesky. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

James H. Siesky
141 Caribbean Road
Naples, FL 34108

Douglas A. Wood
178 Vintage Circle
Naples, FL 34119

ARTICLE IX
INCORPORATOR

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

James H. Siesky
141 Caribbean Road
Naples, FL 34108

ARTICLE X
BYLAWS

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

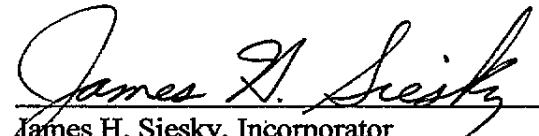
ARTICLE XI
AMENDMENT

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, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII
S ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

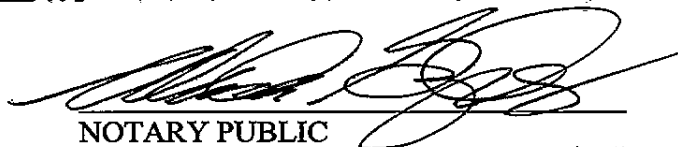
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 20 day of April 2000.


James H. Siesky, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 20th day of April, 2000, by James H. Siesky, who is personally known to me or who has produced
N/A (type of identification) as identification and who did take an oath.

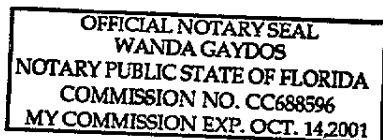
(SEAL)



NOTARY PUBLIC
My Commission Expires:
Commission No:

Wanda Gaydos

Typed or Printed Name of Notary



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

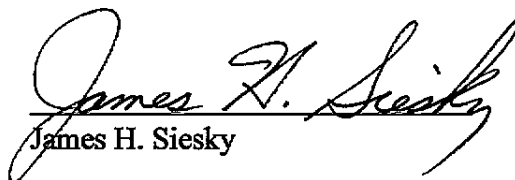
FILED
00 APR 26 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THAT, Beachfront Title Insurance, Inc., desiring to organize under the laws of the State
of Florida with its principal office, as indicated in the Articles of Incorporation in the City of
Naples, County of Collier, State of Florida, has named James H. Siesky located at City of
Naples, County of Collier, State of Florida, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at 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.


James H. Siesky