

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000058499

File of America, Inc.

000003290570-5
-06/15/00-01023-018

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

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-06/15/00-01023-019

*****8.75 *****8.75

W-15249

<input checked="" type="checkbox"/> Art of Inc. File	SEC STATE TALLAHASSEE, FLORIDA JUN 16 AM 10:03 FILED
<input type="checkbox"/> LTD Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input type="checkbox"/> L.C. File	
<input type="checkbox"/> Fictitious Name File	
<input type="checkbox"/> Trade/Service Mark	
<input type="checkbox"/> Merger File	
<input type="checkbox"/> Art. of Amend. File	
<input type="checkbox"/> RA Resignation	
<input type="checkbox"/> Dissolution / Withdrawal	
<input type="checkbox"/> Annual Report / Reinstatement	DEPT. OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA JUN 15 AM 9:35 RECEIVED
<input checked="" type="checkbox"/> Cert. Copy	
<input type="checkbox"/> Photo Copy	
<input checked="" type="checkbox"/> Certificate of Good Standing	
<input type="checkbox"/> Certificate of Status	
<input type="checkbox"/> Certificate of Fictitious Name	
<input type="checkbox"/> Corp Record Search	
<input type="checkbox"/> Officer Search	
<input type="checkbox"/> Fictitious Search	
<input type="checkbox"/> Fictitious Owner Search	
<input type="checkbox"/> Vehicle Search	JUN 16 2000 T. Burch
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> UCC 1 or 3 File	
<input type="checkbox"/> UCC 11 Search	
<input type="checkbox"/> UCC 11 Retrieval	
<input type="checkbox"/> Courier	

Signature

Requested by LL Date 6/15 Time 9:15

Name _____ Will Pick Up _____

Walk-In _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 15, 2000

CAPITAL CONNECTION, INC.
417 E VIRGINIA STREET STE 1
TALLAHASSEE, FL 32302

SUBJECT: TITLE OF AMERICA, INC.
Ref. Number: W00000015249

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 600A00034254

ARTICLES OF INCORPORATION
OF
Title America of Jacksonville, Inc.

FILED
00 JUN 16 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

Title America of Jacksonville, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation to provide professional title services including title insurance, real estate closings, abstracts, escrows, and other residential and commercial transactions. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance

association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 20,000 shares of preferred and/or common stock at sixty (\$.60) par value with pre-emptive rights.

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share if stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever

consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Terms of Existence

This corporation is to exist perpetually.

ARTICLE V

Principal Place of Business

The initial street address or the principal office of this corporation is 9735-11 Old St. Augustine Road, Jacksonville, Florida 32257. The Board of Directors may, from time to time, move the principal office to another address in Florida.

ARTICLE VI

Directors

The business affairs of the corporation shall be operated by a President, one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-laws of the corporation. The shareholders may designate in the by-laws for the delegation of the office of the Vice-President.

ARTICLE VII

Registered Agent

The initial designation of the registered agent office of this corporation shall be Rodney G. Gregory, Esquire, 3900 Atlantic Blvd., Jacksonville, Duval County, Florida 32207. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Rodney G. Gregory, Esquire

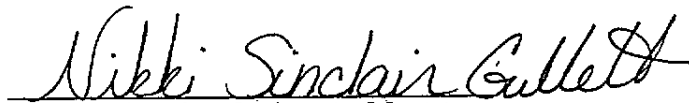
ARTICLE VIII

Amendment

The Articles of Incorporation may be amended in the manner

provided by law. Every Amendment shall be approved by a majority
vote of the shareholders based on a majority of the stock
entitled to vote thereon, unless all the shareholders sign a
written statement manifesting their intention that a certain
amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, has hereunto set her
hand and seal this 9th day of June, 2000.



Nikki Sinclair Gullett
9735-11 Old St. Augustine Road,
Jacksonville, Florida 32257.