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MICHAEL J. PRESUTTI, P.A.
Law Offices

3001 Aloma Avenue
Suite 109
Winter Park, Florida 32792
(407) 678-8765

January 24, 2001

Florida Department of State
Division of Corporations
Qualification/Tax lien Section
P.O. Box 6327
Tallahassee, Florida 32314

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-01/29/01--01111--009
****122.50 ****78.75

RE: **Real Estate Pros Title Agency, Inc.**

To The Clerk:

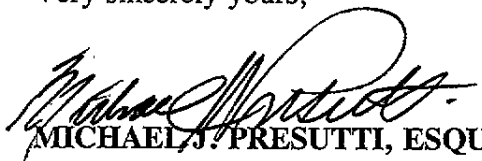
Enclosed please find the original and one copy of The Articles Of Incorporation for the above-captioned proposed Florida Corporation.

Also enclosed is a check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
TOTAL	\$122.50


Please file the Articles of Incorporation and forward the certified copy to this office.

Very sincerely yours,


MICHAEL J. PRESUTTI, ESQUIRE

MJP/arp
Enclosures (as stated)

FILED
01 JAN 29 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


(5)

FILED
01 JAN 29 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
REAL ESTATE PROS TITLE AGENCY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is **Real Estate Pros Title Agency, Inc.** Its business location shall be 2648 State Road 434 West, Longwood, Florida 32779.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business or any other activity permitted under the law of the State of Florida and the United States of America.

ARTICLE IV - STOCK

The aggregate number of shares that the Corporation shall have the authority to issue is two thousand (2,000.00) shares of capital stock divided into two classes. The designation of each class, the number of shares of class, and the par value of the shares of each class are as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE PER SHARE</u>
Common A	1,800	\$1.00
Common B	300	\$100.00

The Common A stock shall be voting, without preemptive rights; and the Common B stock

shall be non-voting, without preemptive rights.

The Common B stock may be redeemed, in whole or in part, at the option of the corporation, by the vote of the board of directors. The shares may be redeemed under any sinking fund or other requirement per redemption fixed by the board of directors, at any time or from time to time, at the applicable redemption price fixed by the board of directors or at the par value thereof, together with accrued dividends to the redemption date, on the following additional conditions:

a. If less than all of the Common B stock are to be redeemed, redemption shall be made in the amount and by the method, either by lot or pro rata, and subject to the provisions of convenience, from time to time determined by the board of directors.

b. Notice of any proposed redemption shall be mailed by the corporation, postage prepaid, not less than twenty (20) days nor more than sixty (60) days, before the date fixed for redemption, to each holder of record of the Common B stock to be redeemed at his address as the same shall appear on the books of the corporation. The notice of redemption shall state the class of shares or part of any class of shares to be redeemed, the date fixed for redemption, the redemption price, and the place at which the shareholders may obtain payment of the redemptive price on surrender of their respective share certificates.

ARTICLE V - STATED CAPITAL

The amount of stated capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

ARTICLE VI - PREEMPTIVE RIGHTS

No shareholder of any class shall have any preemptive right to purchase or subscribe for any shares, nor shall any shareholder have any preemptive right to purchase or subscribe for any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares. Nevertheless, any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the board of directors or shareholders on other terms and conditions fixed or designated by the board of directors or the shareholders.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 3001 Aloma Avenue, Suite 109, Winter Park, Florida 32792, and the name of the registered agent is Michael J. Presutti. The principal office shall be located at 2648 State Road 434 West, Longwood, Florida 32779.

ARTICLE VIII - DIRECTORS

The initial Board of Directors and Officers shall consist of one (1) member, who need not be resident of the State of Florida or a shareholder of the Corporation. The number of directors may be changed from time to time by a majority vote of the shareholders.

The name and address of the person who shall serve as director until the first annual meeting of shareholders or until the successor shall have been elected and qualified, is as follows:

Michael J. Presutti
3001 Aloma Avenue, Suite 109, Winter Park, Florida 32792

ARTICLE IX - INCORPORATORS

The name and address of the initial incorporator is as follows:

Michael J. Presutti
3001 Aloma Avenue, Suite 109, Winter Park, Florida 32792

ARTICLE X - MISCELLANEOUS

The corporation may sell, lease, exchange, or otherwise dispose of all, or substantially all, of its property and assets with a vote or written consent of the holders of not less than two-thirds of the shares of the corporation entitled to vote, and not otherwise.

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the shares of the corporation entitled to vote, and not otherwise.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Orlando, Florida on this the 24 day of January, 2001.

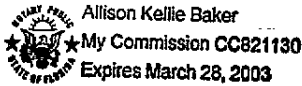

MICHAEL J. PRESUTTI - INCORPORATOR

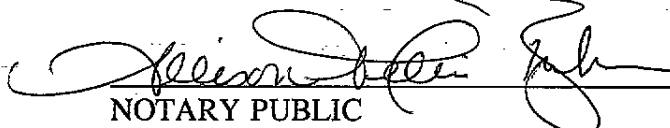
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority personally appeared Michael J. Presutti, to me well known to be the person described in and who subscribed the above Articles of Incorporation,

and he did voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, in said County and State, this 24 day of January, 2001.




NOTARY PUBLIC

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.

Date: January 24, 2001


REGISTERED AGENT

FILED
01 JAN 29 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA