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RITTER, RITTER & ZARETSKY
Attorneys and Counselors at Law

John H. Ritter (1913-1979)

John A. Ritter*

Louis D. Zaretsky

John C. Cawood+

*Also Admitted to Ohio Bar

+Foreign Legal Counselor

Not Admitted in Florida

Of Counsel

David A. McKibbin

Reply to:

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Miami Office:

555 NE 15th Street

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Coral Springs Office:

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Coral Springs, FL 33065

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Fax: 954-255-6720

May 16, 2001

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

Re: AGM Title Services, Inc.

Gentlemen;

Enclosed, please find Articles of Incorporation and a check in the amount of \$78.75 to create the new corporation. We wish to receive the certified copy as quickly as possible. We have enclosed a Fedex airbill and envelope for your convenience.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Kelly Diaz
Kelly Diaz

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D. WHITE MAY 22 2001

ARTICLES OF INCORPORATION

OF

AGM TITLE SERVICES, INC.

FILED

01 MAY 17 AM 10:44

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be: AGM TITLE SERVICES, INC.

The principal place of business of this corporation shall be at 555 NE 15th Street, Suite 100, Miami, FL 33132.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to real estate sales, brokerage, financing, purchasing, owning, searching and examing of titles thereto.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15th Street, Suite 100, Miami, FL 33132 and the name of the initial registered agent of the corporation at that address is ALFREDO GARCIA-MENOCAL.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer(s) and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

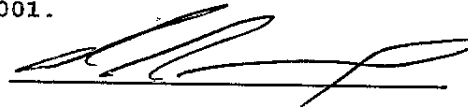
Alfredo Garcia-Menocal- President, Secretary, Treasurer, Director
555 NE 15th Street, Suite 100, Miami, FL 33132

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALFREDO GARCIA-MENOCAL
555 NE 15th Street, Suite 100
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8th day of MAY 2001.

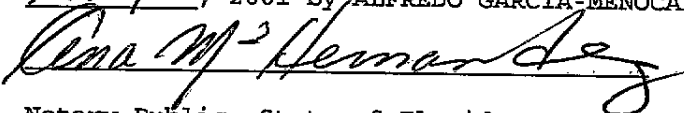


ALFREDO GARCIA-MENOCAL

STATE OF FLORIDA

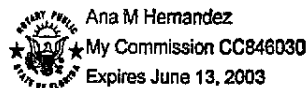
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 8th day of MAY, 2001 by ALFREDO GARCIA-MENOCAL.



Notary Public, State of Florida at Large

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS

OR DOMICILE FOR THE SERVICE OF PROCESS

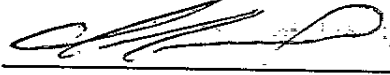
WITHIN THIS STATE, NAMING AGENT UPON WHOM

PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

AGM TITLE SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named ALFREDO GARCIA-MENOCAL located at 555 NE 15TH Street, Suite 100, Miami, Fl. as its agent to accept service of process within this State.

ALFREDO GARCIA-MENOCAL



Officer

ACKNOWLEDGMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



ALFREDO GARCIA-MENOCAL

FILED
01 MAY 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA