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ACCOUNT NO. : 072100000032

REFERENCE : 465641 7286177

AUTHORIZATION : Patricia Ryzts

COST LIMIT : \$ 70.00

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2001 DEC 19 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : December 19, 2001

ORDER TIME : 2:56 PM

ORDER NO. : 465641-005

CUSTOMER NO: 7286177

700004733357-1

CUSTOMER: Mr. H. William Vazquez  
Kaufman Englett And Lynd, P.a.

Suite 302  
1230 Douglas Avenue  
Longwood, FL 32779

DOMESTIC FILING

NAME: K.E.L. VENTURE CAPITAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED  
01 DEC 19 PM 4:05  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

12/20/01

**ARTICLES OF INCORPORATION  
OF  
K.E.L. VENTURE TITLE, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be K.E.L. VENTURE TITLE, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 733 West Colonial Drive, Suite 200, Orlando, Florida 32804.

**ARTICLE IV - PURPOSE**

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

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 733 West Colonial Drive, Suite 200, Orlando, FL 32804.

The name of the initial registered agent of this corporation at that address shall be H. William Vazquez.

#### **ARTICLE VII - INITIAL DIRECTORS AND OFFICERS**

The names and street address of the initial members of the Board of Directors and Officers, each to hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Jeffrey S. Kaufman (K.E.L. Title Ins. Agency, Inc.)	733 West Colonial Drive, Suite 200 Orlando, FL 32804	President, Secretary and Director
Matthew S. Englett (K.E.L. Title Ins. Agency, Inc.)	733 West Colonial Drive, Suite 200 Orlando, FL 32804	President, Director
Craig R. Lynd (K.E.L. Title Ins. Agency, Inc.)	733 West Colonial Drive, Suite 200 Orlando, FL 32804	President, Director
H. William Vazquez (K.E.L. Title Ins. Agency, Inc.)	733 West Colonial Drive, Suite 200 Orlando, FL 32804	Treasurer, Director
David W. Whisnant (Home Venture Mortgage Corp.)	930 Marcum Road, Suite 4 Lakeland, FL 33809	Director
Dave A. Whisnant (Home Venture Mortgage Corp.)	930 Marcum Road, Suite 4 Lakeland, FL 33809	Director

**ARTICLE VIII - INCORPORATOR**

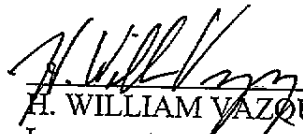
The following is the name and street address of the Incorporator to these Articles of Incorporation:

H. William Vazquez  
733 West Colonial Drive, Suite 200  
Orlando, Florida 32804

**ARTICLE IX - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

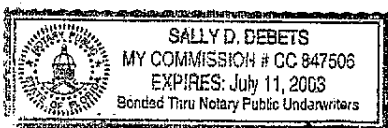
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17<sup>th</sup> day of December, 2001.


  
H. WILLIAM VAZQUEZ  
Incorporator

STATE OF FLORIDA  
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared H. WILLIAM VAZQUEZ, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of December, 2001.



  
Notary Public  
Print Name:  
My Commission Expires:  
Commission No.:

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

**FILED**

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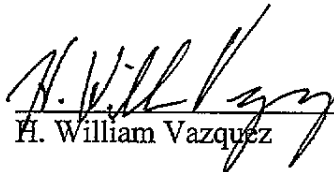
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

THAT, K.E.L. VENTURE TITLE, 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 Orlando, County of Orange, State of Florida, has named as its Registered Agent, H. William Vazquez, of 733 West Colonial Drive, Suite 200, Orlando, Orange County, Florida, to accept service of process within this State.

**ACKNOWLEDGEMENT**

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.

  
H. William Vazquez