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September 7, 2002

SENT VIA COURIER

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-09/11/02--01068--006
*****35.00 *****35.00

Gentlemen:

Re: Marathon Title Company, Inc.

Enclosed are two copies of Amended and Restated Articles of Incorporation for the above referenced corporation for filing with the Secretary of State. Please file the enclosed Articles as soon as possible.

Also enclosed is a check in the amount of \$35 made payable to the Secretary of State to cover the applicable filing fees.

Please have one of the enclosed copies file stamped by the Secretary of State and return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.

FILED
02 SEP 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

T BROWN SEP 18 2002

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARATHON TITLE COMPANY

Pursuant to the provisions of section 607.1007, Florida Statutes, Marathon Title Company, a Florida corporation (the "Corporation") hereby submits the following certificate in conjunction with the adoption and filing of the attached Corporation's Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Marathon Title Company.
2. The attached Amended and Restated Articles of Incorporation of Marathon Title Company contain amendments to the Corporation's Articles of Incorporation requiring shareholder approval.
3. The Board of Directors of the Corporation adopted resolutions setting forth the proposed amendments to the Articles of Incorporation of the Corporation, declaring said amendments to be advisable and proposed said amendments to the shareholders of the Corporation for consideration thereof.
4. The resolution setting forth the proposed amendments is as follows:

The Corporation shall amend its statement of purpose as provided in the Corporation's Articles of Incorporation to provide the Corporation is organized to engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act by filing Amended and Restated Articles of Incorporation substantially in the form attached hereto as Exhibit A with the Department of State of the State of Florida.
5. The date on which the amendment was adopted by the shareholders of the Corporation in accordance with Florida Statutes §607.1003 was August 8, 2002.

Signed on this 14 day of August, 2002.

MARATHON TITLE COMPANY

By Christine E. Puto Murray
Christine E. Puto Murray Dir.

FILED
02 SEP 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MARATHON TITLE COMPANY

Pursuant to the provisions of section 607.1006 and section 607.1007, Florida Statutes, Marathon Title Company., a Florida corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I:

Name

The name of the Corporation is Marathon Title Company.

ARTICLE II:

Principal Office

The principal place of business and the principal office of the Corporation is:

2945 Overseas Highway
Marathon, Florida 33050

The Corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida as may be necessary or convenient.

ARTICLE III:

Duration

The duration of the Corporation shall be perpetual.

ARTICLE IV:

Purpose

The purpose or purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The aggregate number of shares which the Corporation shall be authorized to issue is 50,000 consisting of one class only, designated as "Common Stock," with a par value of \$1.00 per share.

ARTICLE VI
Stock Transfer Restrictions

Such restrictions upon the transfer of shares of Common Stock as may be from time to time desired may be provided for in the By-Laws of the Corporation or by agreement among or between shareholders.

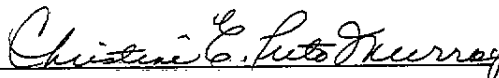
ARTICLE VII
Board of Directors

The Board of Directors of the Corporation shall consist of one (1) director. The number of directors constituting the Board of Directors may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII
Preemptive Rights

No holder of shares of capital stock of the Corporation shall have any preemptive or preferential right of subscription to any shares of capital stock of the Corporation, whether now or hereafter authorized, nor to any obligation convertible into stock of the Corporation, issued or sold

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 14 day of August, 2002.


Christine E. Puto Murray