

DAVID B. PLEAT*
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*****78.75 *****78.75

July 17, 2002

Florida Department of State
Division of Corporations
New Filing Section
409 E. Gaines Street
Tallahassee, FL 32399

FILED
JUL 19 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

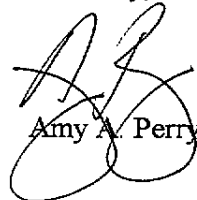
RE: Articles of Incorporation of Sandbox Title Company, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of Sandbox Title Company, Inc. and a check in the amount of \$78.75 to cover the costs of filing the Articles of Incorporation.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


Amy A. Perry

AAP/kmb
Enclosures
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ARTICLES OF INCORPORATION

OF

SANDBOX TITLE COMPANY, INC.

FILED
02 JUL 19 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act and providing for the formation, rights, and privileges of corporations for profit hereby adopts the following Articles of Incorporation for such corporation;

ARTICLE I - NAME

The name of the corporation shall be SANDBOX TITLE COMPANY, INC. and its principal place of business shall be in Okaloosa County, Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the Board of Directors.

ARTICLE II - DURATION

The period of duration for this Corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in the real estate closing business and any other business as permitted under the laws of the United States and the State of Florida, and to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes herein set forth.

ARTICLE IV - CAPITAL STRUCTURE

The corporation shall have authority to issue one hundred (100) shares of common stock, all of one class, one dollar (\$1.00) par value per share.

Each share of common stock shall be counted as one vote per share issued.

ARTICLE V - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 4477 Legendary Drive, Suite 202, Destin, FL 32541. The street address and mailing address of said principal office of the Corporation shall be 4477 Legendary Drive, Suite 202, Destin, FL 32541.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial Registered Office is 4477 Legendary Drive, Suite 202, Destin, Florida 32541, and the name of the initial Registered Agent at said address is Amy A. Perry.

I hereby accept the appointment as Registered Agent and am familiar with the duties and responsibilities as Registered Agent of said corporation.



Amy A. Perry

ARTICLE VII - BOARD OF DIRECTORS

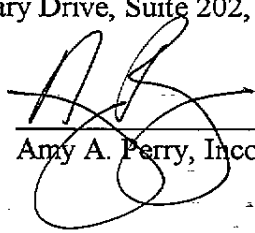
The business of the Corporation shall be conducted by a Board of Directors, subject to the By-Laws of the Corporation. The number of directors constituting the initial Board of Directors, who shall hold office until their successors are elected and have qualified, is two whose names and addresses are:

<u>Name</u>	<u>Address</u>
Amy A. Perry	4477 Legendary Drive, Suite 202, Destin, FL 32541.
David B. Pleat	4477 Legendary Drive, Suite 202, Destin, FL 32541

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Amy A. Perry	4477 Legendary Drive, Suite 202, Destin, FL 32541
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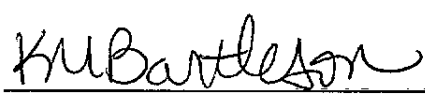


Amy A. Perry, Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME the undersigned authority, personally appeared AMY A. PERRY who is to me personally known to be the person described in and who subscribed the above Articles of Incorporation, and who did freely and voluntarily acknowledge before me according to law that she 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 seal, at Destin in said County and State this 17th day of July, 2002.



Notary Public: Kellyanne M. Bartleson
Notary Public, State of Florida
My Commission Expires: