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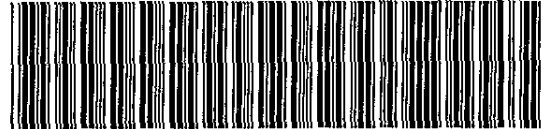
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PRINCETON, NJ

STAMFORD, CT

DAVID L. COOK

BOARD CERTIFIED REAL ESTATE ATTORNEY

November 4, 2002

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: DLC TITLE, INC.

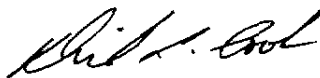
Dear Sirs:

Enclosed for filing pursuant to Chapter 608, Florida Statutes, is an original and a copy of the Articles of Incorporation of the above corporation together with a check payable to the Florida Department of State for \$87.50 to cover the filing fee, a certified copy and a certificate of status.

Please send your letter of acknowledgment, a certified copy of the filing and a certificate of status to me at the above address; and please telephone me if there are any problems with this filing.

Thank you for your assistance.

Sincerely,



David L. Cook

DLC/bb
Enclosures

ARTICLES OF INCORPORATION
OF
DLC TITLE, INC.

Article I

Name

The name of the corporation is DLC Title, Inc.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The street address and mailing address of the initial principal office of the corporation shall be:

702 Pan Am Ave.
Naples, FL 34110

Article V

Capital Stock

The corporation is authorized to issue 100 shares of capital stock, all of which shares shall be voting common stock, par value \$1.00 per share.

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Article VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 702 Pan Am Ave., Naples, Florida 34110, and the name of the original registered agent of the corporation at that office is David L. Cook. Pursuant to section 607.0501(3) a written acceptance is attached.

Article VII

Incorporator

The name and address of the person signing these Articles is:

| | |
|---------------|------------------|
| David L. Cook | 702 Pan Am Ave. |
| | Naples, FL 34110 |

Article VIII

Powers

The corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article IX

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, sections 607.0850(1) and (2), Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or any other matter referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent, and shall inure to the benefit of the heirs and the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

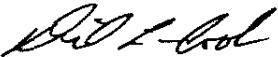
Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article XI

Bylaws

Bylaws of the corporation may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the Board of Directors.



David L. Cook
Incorporator

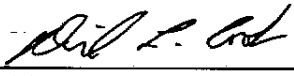
DATED: November 5, 2002 _____

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for DLC Title, Inc., a Florida corporation, in the foregoing Articles of Incorporation, the undersigned hereby states that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for said corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Dated: November 8, 2002


David L. Cook

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