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1776 RINGLING BOULEVARD
SARASOTA, FLORIDA 34236

November 23, 2004

VIA FEDERAL EXPRESS

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

Re: USA TITLE AFFILIATES OF FLORIDA, INC.
USE TITLE AFFILIATES OF FLORIDA, L.L.C.

Gentlemen:

Enclosed for filing with your office are the following:

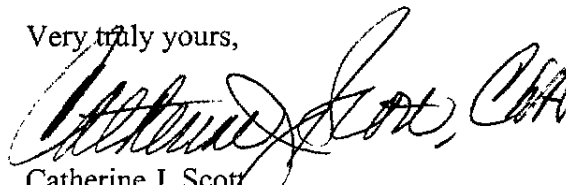
1. Articles of Incorporation for USA Title Affiliates of Florida, Inc.; and
2. Articles of Organization for USA Title Affiliates of Florida, L.L.C.

Also enclosed are filing fees for the corporation in the amount of \$78.75 and filing fees for the limited liability company in the amount of \$155. The filing fees for each entity include fees for one certified copy.

Please note that USA Title Affiliates of Florida, Inc. is to be the Managing Member of USA Title Affiliates of Florida, L.L.C. so that the Articles of Incorporation for the corporation need to be filed before the Articles of Organization for the limited liability company.

If you have any questions or problems with respect to any of the enclosed, please contact the undersigned at your earliest convenience. Thank you for your assistance with these filings.

Very truly yours,


Catherine J. Scott
Certified Legal Assistant

Enclosures

cc: Thomas R. Klein w/enc.

ARTICLES OF INCORPORATION
OF
USA TITLE AFFILIATES OF FLORIDA, INC.

ARTICLE I - Name

The name of the corporation is:

USA TITLE AFFILIATES OF FLORIDA, INC.

ARTICLE II - Mailing Address

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

4900 Creekside Drive, Suite F
Clearwater, Florida 33760

ARTICLE III - Capital Stock

Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is two hundred fifty thousand (250,000) shares.

The corporation shall have authority to issue two (2) classes of stock. One hundred fifty thousand (150,000) shares shall be common stock having a par value of \$.01 (hereinafter referred to as "Common Stock") and one hundred thousand (100,000) shares shall be preferred stock issuable in series and having a par value of \$.01 (hereinafter referred to as "Preferred Stock").

Section 2. Statement of Preferences, Limitations and Relative Rights in Respect of Shares of Each Class. A description of the different classes of stock and a statement of the designation,

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TALLAHASSEE, FLORIDA

preferences, voting rights, limitations and relative rights of the holders of stock of such classes are as follows:

A. Preferred Stock.

(1) Shares of Preferred Stock may be issued from time to time in one or more series. The preferences and relative, participating, optional and other special rights of each of such series and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series already outstanding; and the Board of Directors of the corporation is hereby expressly granted authority to fix, by resolution or resolutions adopted prior to the issuance of any shares of a particular series of Preferred Stock, the designations, preferences and relative, participating, optional and other special rights, or the qualifications, limitations or restrictions thereof, of such series, including without limiting the generality of the foregoing, the following:

(a) The rate, if any, and times at which, and the terms and conditions on which, dividends on the Preferred Stock of such series shall be paid;

(b) The redemption price or prices, if any, and the times at which, Preferred Stock of such series may be redeemed;

(c) The rights of the holders of Preferred Stock of such series upon the voluntary or involuntary liquidation, distribution or sale of assets, dissolution or winding up of the corporation;

(d) The terms of the sinking fund or redemption of purchase account, if any, to be provided for the Preferred Stock of such series;

(e) The right, if any, of the holders of Preferred Stock of such series to convert the same into, or exchange the same for, other classes of stock of the corporation and the terms and conditions of such conversion or exchange; and

(f) The voting powers, if any, of the holders of the Preferred Stock of such series.

(2) All shares of a particular series shall be identical in all respects. The rights of the Common Stock of the corporation may be subject to the preferences and relative, participating, optional and other special rights of the Preferred Stock or each series as fixed from time to time by the Board of Directors as aforesaid.

(3) The holders of the Preferred Stock, in preference to the holders of the Common Stock of the corporation, may be entitled to receive, if and when declared by the Board of Directors, dividends at the rate established by the Board of Directors at the time of the issuance of the shares of each series. Such dividends, when and if declared, may be cumulative so that if dividends in respect to any dividend period shall not have been paid upon, or declared and set apart for, the Preferred Stock the deficiency shall be fully paid or declared and set apart before any dividends shall be paid upon, or declared or set apart for the Common Stock.

B. Common Stock.

(1) After the requirements with respect to preferential dividends upon the Preferred Stock shall have been met, if such preference be established by the Board of Directors of the corporation, and after the corporation shall have complied with all requirements, if any, with respect to the setting aside of sums as a sinking fund or redemption or purchase account for the benefit of any series of Preferred Stock, then and not otherwise, the holders of the Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors.

(2) After distribution in full of the preferential amount to be distributed to the holders of all series of the Preferred Stock then outstanding in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the Common Stock shall be entitled to

receive all the remaining assets of the corporation available for distribution to its stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.

(3) Each holder of Common Stock shall have one (1) vote for each share of Common Stock held by him in all matters submitted to a vote of the stockholders. Cumulative voting in the election of directors will not be allowed.

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1776 Ringling Boulevard, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is WILLIAM T. KIRTLEY.

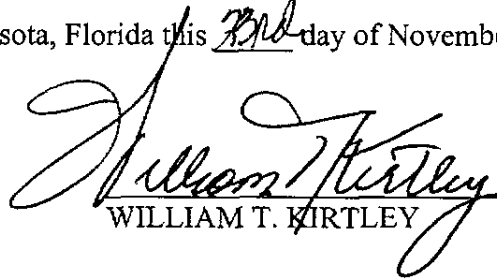
ARTICLE V - Incorporator

The name and address of the person signing these Articles is: WILLIAM T. KIRTLEY, 1776 Ringling Boulevard, Sarasota, Florida 34236.

ARTICLE VI - Bylaws

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in either the Board of Directors or shareholders; provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the Bylaw is not subject to alteration, amendment or repeal by the Board of Directors.

WITNESS my hand and seal at Sarasota, Florida this 3rd day of November, 2004.


WILLIAM T. KIRTLEY

The undersigned, having been designated in the foregoing Articles of Incorporation as
Registered Agent, hereby agrees to accept said designation.


WILLIAM T. KIRTLEY