

DEC 16 04 WED 05:21 PM FAX: PAGE 1
P04000165042

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000242654 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : LAZARUS CORPORATE FILING SERVICE, INC.
Account Number : I20000000019
Phone : (305) 552-5973
Fax Number : (305) 220-1440

FLORIDA PROFIT CORPORATION OR P.A.

AMERICAN TITLE COUNSEL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 DEC -8 AM 8:31

Electronic Filing Menu

Corporate Filing

Public Access Help

H 0 4 0 0 0 2 4 2 6 5 4

ARTICLES OF INCORPORATION
OF
AMERICAN TITLE COUNSEL, INC.

a profit corporation

The Undersigned, desiring to form a Profit Corporation in accordance with Chapter 607, Florida Statutes, entitled Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

Article I
NAME

The name of the corporation is AMERICAN TITLE COUNSEL, INC.

Article II
PURPOSE

The purpose for which the Corporation is organized shall be to engage in and carry on any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article III
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1000), all of which shall be common stock having a par value of One Dollar (\$1.00) per share.

Article IV
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than One Thousand Dollars (\$1,000.00).

Article V
DURATION

The term of existence of the corporation is perpetual unless sooner dissolved according to law, and its existence shall commence upon filing.

Article VI
PRINCIPAL OFFICE

The initial street address of the corporation's principal office is:

2350 Coral Way
Suite 201

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 DEC -8 AM 8:31

H 0 4 0 0 0 2 4 2 6 5 4

H 0 4 0 0 0 2 4 2 6 5 4

Miami, Florida 33145-3536

**Article VII
INCORPORATORS**

The name and address of the incorporator is:

Kevin L. Deeb
2350 Coral Way
Suite 201
Miami, Florida 33145-3536

**Article VIII
OFFICERS AND DIRECTORS**

The Corporation shall have no less than one (1) Director. Changes in the number of members comprising the Board of Directors shall be made in accordance with the Corporation's bylaws adopted by the Stockholders.

The initial director(s) shall hold office until his successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of director(s) set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed in accordance with the bylaws duly adopted by the shareholders.

The initial Officers of the Corporation shall consist of President and Secretary. Changes in the number of officers of the corporations shall be made by amendment to the Corporation's bylaws.

The Director(s) and Officer(s) of the Corporation are:

<u>Name</u>	<u>Title</u>
Kevin L. Deeb	President, Secretary and Director

**Article IX
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is:

2350 Coral Way, Suite 201
Miami, Florida 33145-3536

The name of the registered agent at such address is:

Kevin L. Deeb, Esquire

H 0 4 0 0 0 2 4 2 6 5 4

H 0 4 0 0 0 2 4 2 6 5 4

**Article X
PREEMPTIVE RIGHTS GRANTED**

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

**Article XI
CORPORATE POWERS**

The Corporation shall have all the rights and powers now or hereafter conferred on profit corporations by the laws of the State of Florida.

**Article XII
BYLAWS**

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adoption of bylaws by unanimous vote of the shareholders, the internal affairs of the Corporation are to be regulated and managed in accordance with such bylaws.

**Article XIII
DISSOLUTION**

The Corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**Article XIV
INDEMNIFICATION**

The Corporation shall indemnify any officer or director to the full extent permitted by law.

**Article XV
REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN
OTHER PREINCORPORATION EXPENSES; ADOPTION OF CONTRACTS**

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its director to reimburse the

H 0 4 0 0 0 2 4 2 6 5 4

DEC-08-04 WED 05:22 PM

FAX:

PAGE 5

H 04000242654

hereinbefore mentioned incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The director of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporator shall be reimbursed.

Article XVI
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the stockholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 8th day of December, 2004.



Kevin L. Deeb, Incorporator

H 04000242654

DEC-08-04 WED 05:22 PM

FAX:

PAGE 6

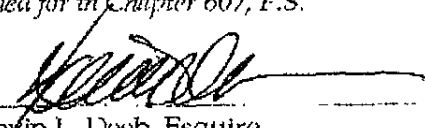
H 04000242634

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
AMERICAN TITLE COUNSEL, INC.**

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted in compliance with said Act:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607, F.S.

Dated this 8th day of December, 2004.


Kevin L. Deeb, Esquire
Registered Agent's Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 DEC -8 AM 8:32

H 04000242634