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DIVISION OF CORPORATIONS

COR AMND/RESTATE/CORRECT OR O/D RESIGN

TITLE SOLUTIONS OF AMERICA, INC.

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Amend/Restated

@ 1.23.06

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ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
TITLE SOLUTIONS OF AMERICA, INC.

Pursuant to Section 607.1007, Florida Statutes, Title Solutions of America, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment and Restatement to amend and restate its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in **EXHIBIT A**.

SECOND: The Amended and Restated Articles were adopted as of January 23, 2006.

THIRD: The Amended and Restated Articles were adopted by the unanimous consent of the shareholders of the Corporation.

Signed this 23 day of January, 2006.

TITLE SOLUTIONS OF AMERICA, INC.,
a Florida corporation

By: _____

Christopher McLendon, President

FILED
06 JAN 23 AM 10:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
TITLE SOLUTIONS OF AMERICA, INC.**

**ARTICLE I
NAME**

The name of the Corporation is Title Solutions of America, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 8280 Princeton Square Boulevard West, Suite 8, Jacksonville, Florida 32256; its mailing address is 8280 Princeton Square Boulevard West, Suite 8, Jacksonville, Florida 32256.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 100,000 shares having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

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**ARTICLE IV
DIRECTORS**

(a) Number. The Corporation shall have two (2) directors. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Board of Directors. The names and addresses of the directors of the Corporation are:

Michele Marks	8280 Princeton Square Boulevard West, Suite 8 Jacksonville, Florida 32256
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Christopher McLendon	8280 Princeton Square Boulevard West, Suite 8 Jacksonville, Florida 32256
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(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE V
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII
DURATION**

The Corporation shall exist perpetually.

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