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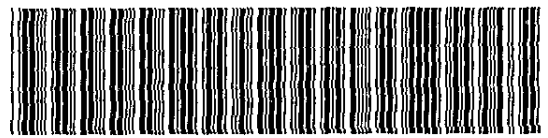
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CHASEWOOD PLAZA
SUITE 30
6390 W. INDIANTOWN ROAD
JUPITER, FL 33458-4657
(561) 744 - 4600
www.jupiterlawcenter.com



ATTORNEYS AT LAW

HOWARD BERNSTEIN *
ANDREA J. CHRISTLE
RICHARD P. GUMSON **
ADAM S. GUMSON
KELLY C. STURMTHAL

* also admitted to NY & PA Bars
** also admitted to NY Bar

March 23, 2005

BY FEDERAL EXPRESS

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

Re: Attorneys' Title Agency, Inc.
and Attorneys' Title Agency, P.A.

Gentlemen:

Enclosed are the following:

1. original and one (1) copy of Articles of Dissolution of Attorneys' Title Agency, Inc.;
2. original and one (1) copy of Articles of Incorporation of Attorneys' Title Agency, P.A.;
3. original and one (1) copy of Affidavit of Adam Gumson; and
4. check, in the amount of \$105.00 in payment of the filing fee (\$35.00) for the Article of Dissolution and (\$70.00) for the Articles of Incorporation.

You may note that Attorneys' Title Agency, P.A. is essentially taking the place of Attorneys' Title Agency, Inc.

Kindly file the originals of each document and return the filed stamped copies.

Thank you for your anticipated courtesies and prompt attention to this matter.

Sincerely,

JUPITER LAW CENTER

Adam S. Gumson

ASG:lmg
Encs.

IN RE: ATTORNEYS' TITLE AGENCY, INC.
AND ATTORNEYS' TITLE AGENCY, P.A.

**AFFIDAVIT OF
ADAM S. GUMSON**

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

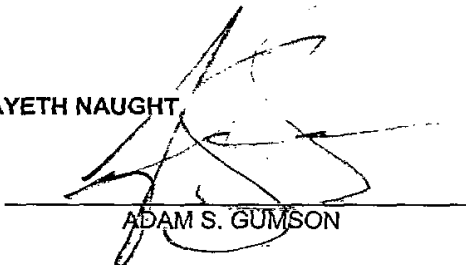
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ADAM S. GUMSON, being duly sworn, deposes and says:

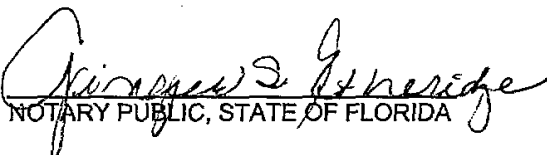
1. I am the Vice President and Registered Agent for ATTORNEYS' TITLE AGENCY, INC.
2. ATTORNEYS' TITLE AGENCY, INC. was filed with the Florida Department of State on 11/23/04, document number P04000159527.
3. Articles of Dissolution of ATTORNEYS' TITLE AGENCY, INC. have been submitted (original and copies attached).
4. Articles of Incorporation of ATTORNEYS' TITLE AGENCY, P.A. have been submitted (original and copies attached).
5. I am the Incorporator and Registered Agent for ATTORNEYS' TITLE AGENCY, P.A.
6. I have no intention of revoking the Voluntary Dissolution of ATTORNEYS' TITLE AGENCY, INC. and release its name to the new corporation, ATTORNEYS' TITLE AGENCY, P.A. because the new corporation shall be doing all of the business originally slated for the predecessor company.

FURTHER AFFIANT SAYETH NAUGHT




ADAM S. GUMSON

SUBSCRIBED AND SWORN TO before me by ADAM S. GUMSON on this 23rd day of March, 2005, who personally appeared before me, is personally known to me or has produced a Drivers License as identification.



NOTARY PUBLIC, STATE OF FLORIDA

 **Ginger S. Etheridge**
Commission #DD198062
NOTARY'S NAME PRINTED OR TYPED
Expires: Feb 20, 2009
Bonded Thru
Atlantic Bonding Co., Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ATTORNEYS' TITLE AGENCY, P.A.

ARTICLE I

The name of the Corporation is:

ATTORNEYS' TITLE AGENCY, P.A.

ARTICLE II

The purposes of the Corporation are:

- (a) To engage in the handling of Title searches, lien searches and the issuance of Title Insurance policies and related real estate matters and closings.
- (b) to own, lease and otherwise own, hold and operate offices for the purposes of providing such Title services.
- (c) To own real and personal property, enter into contracts and engage in any lawful business necessary and/or appropriate to conduct Title services.
- (d) To do everything necessary, proper or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.
- (e) The purposes of this Corporation shall be carried out only through officers, employees and agents, each of whom is duly licensed or otherwise legally qualified to render such services in the State of Florida.

ARTICLE III

The period of existence of the corporation is perpetual.

ARTICLE IV

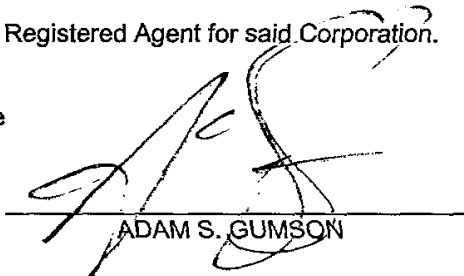
The total number of shares of capital stock which the Corporation shall be authorized to issue is 1,000 shares. Such shares shall be of a single class of common stock, and shall have a par value of \$1.00 per share. The capital stock of the Corporation shall be issued and transferred only to such individuals who are duly licensed or legally authorized to render the same professional services as those for which the Corporation was organized.

ARTICLE V

REGISTERED AGENT/OFFICE AND MAILING ADDRESS

The address of the initial mailing office of the Corporation is: Chasewood Plaza – Suite 30, 6390 West Indiantown Road, Jupiter, FL 33458, with the privilege of having its offices and branch offices at other places within or without the State, and the name of its initial registered agent at such address is: ADAM S. GUMSON, ESQ., who hereby acknowledges that he is familiar with and accepts the duties and responsibilities as Registered Agent for said Corporation.

Registered Agent's Acceptance



ADAM S. GUMSON

ARTICLE VI

The business of the Corporation shall be managed by its shareholders, officers and directors.

ARTICLE VII

The name and address of each person signing these Articles of Incorporation as a subscriber is:

NAME:

ADAM S. GUMSON

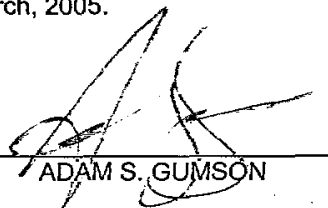
ADDRESS:

c/o Chasewood Plaza - Suite 30
6390 Indiantown Road
Jupiter, FL 33458

ARTICLE VII

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 (2/3) 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 her.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of March, 2005.



ADAM S. GUMSON

STATE OF FLORIDA) ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of March, 2005, by ADAM S. GUMSON, who is personally known to me or has produced a Drivers License as identification.



NOTARY PUBLIC, STATE OF FLORIDA



Ginger S. Etheridge
Commission #DD398062
Expires: Feb 20, 2009
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY'S NAME PRINTED, STAMPED OR TYPED