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Secretary of State

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Tallahassee, Fl.

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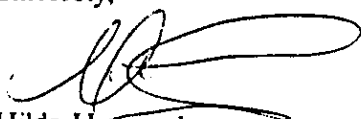
*****70.00 *****70.00

Re: Franklin Title, Inc.

Dear Sir:

Please file the enclosed Articles of Incorporation and return a filed copy via federal express in the enclosed envelope.

Sincerely,



Hilda Hernandez
Legal Assistant

:hh
Enc.

FILED
95 JUN 22 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

FRANKLIN TITLE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FRANKLIN TITLE, INC.

The principal place of business of this corporation shall be at 1440 Pennsylvania Avenue, Miami Beach, Fl. 33139.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 1440 Pennsylvania Avenue, Miami Beach, Fl. 33139, and the name of the initial registered agent of the corporation at that address is RODNEY FRANKLIN.

FILED
95 JUN 22 AM 10:
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have 1 officer(s) and 1 director(s), initially. The name and street address of the initial officer(s) and director(s) who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

RODNEY FRANKLIN
1440 Pennsylvania Avenue
Apt. 1
Miami Beach, Florida 33139

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21 day of June, 1995.

By: _____

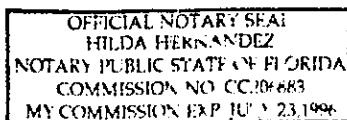
RODNEY FRANKLIN

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21 day of June, 1995.

Notary Public, State of Florida at Large My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

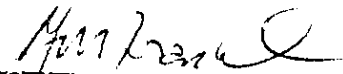
FRANKLIN TITLE, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named RODNEY FRANKLIN located at 1440 Pennsylvania Avenue, Apt. 1, Miami Beach, Fl. 33139 as its agent to accept service of process within this State.



Officer RODNEY FRANKLIN

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Rodney Franklin

FILED
JUN 22 AM 10:01
CLERK OF DISTRICT COURT
MIAMI BEACH, FLORIDA