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September 2, 1995

Attn: Corporation Information Products
Attorneys' Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson, Suite 200
Tallahassee, FL 32301

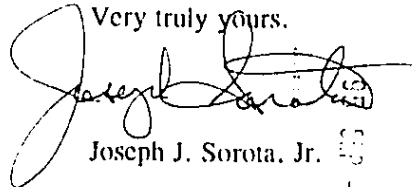
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R12 ASAP

RE: Articles of Incorporation for SENTINEL CAPITAL CORPORATION
Our ref: #LYN01

Gentlemen:

Enclosed are the original executed Articles of Incorporation for the above-referenced matter which I would like to have you do a "walk-thru" filing. An additional copy of the originally executed articles is also enclosed for return of a certified copy of the same. A check payable to the Secretary of State in the amount of \$122.50 is also enclosed for the filing fee. You may return the original certified articles to this office by regular mail.

Very truly yours,


Joseph J. Sorota, Jr.

JJS/lac
Enclosures

© WPWIN& WPDA'S LETTERS LYN01 WFD

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TALLAHASSEE, FLORIDA

JK
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TALLAHASSEE
STATE
SECRETARY

ARTICLES OF INCORPORATION
OF
SENTINEL CAPITAL CORPORATION

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be SENTINEL CAPITAL CORPORATION.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office of the Corporation shall be 28100 U.S. Highway 19 North, Clearwater, Florida 34621.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 28100 U.S. Highway 19 North, Suite 504, Clearwater, Florida 34621.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JOSEPH J. SOROTA, JR.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be FIVE THOUSAND (5,000) shares of common stock having a par value of ONE AND 00/00 DOLLARS (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director:

<u>Name</u>	<u>Address</u>
Joseph J. Sorota, Jr.	28100 U.S. Highway 19 North, Suite 504 Clearwater, Florida 34621

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the

Board of Directors, with action of the shareholders, as follows

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 1. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JOSEPH J. SOROTA, JR.	28100 U.S. Highway 19 North, Suite 504 Clear water, Florida 34621

ARTICLE IX - ELECTIONS REGARDING

CERTAIN PROVISIONS OF THE FLORIDA STATUTES

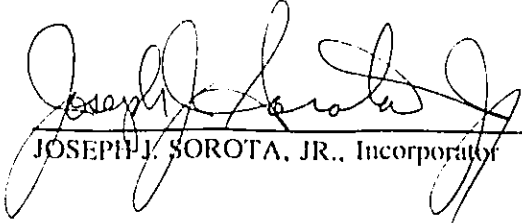
Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

ARTICLE X - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of September, 1995.


JOSEPH J. SOROTA, JR., Incorporator

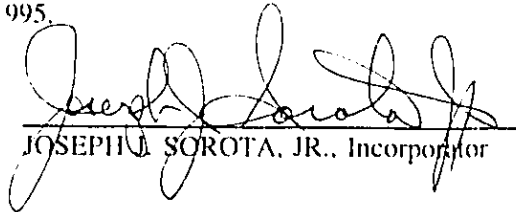
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: SENTINEL CAPITAL CORPORATION

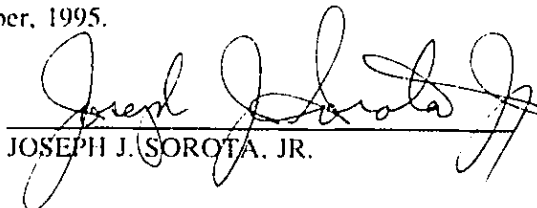
2. The name and address of the registered agent and office is: JOSEPH J. SOROTA, JR.
28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 34621

Dated this 1st day of September, 1995.


JOSEPH J. SOROTA, JR., Incorporator

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 1st day of September, 1995.


JOSEPH J. SOROTA, JR.

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TALLAHASSEE, FLORIDA