

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0744 FAX

800-342-8086



Handwritten: P96000010778

ACCOUNT NO. : 0721000000032

REFERENCE : 030790 030060

AUTHORIZATION :

COST LIMIT : \$ 131.25

Handwritten: Patricia P...
DIVISION OF ...

ORDER DATE : February 2, 1996

ORDER TIME : 10:03 AM

ORDER NO. : 030790

CUSTOMER NO: 030060

CUSTOMER: Ms. Becky Shirey
PALMER & PALMER

800001705358

Suite 240
1550 Madruga Avenue
Coral Gables, FL 33146

EFFECTIVE DATE
JAN 26 1996

DOMESTIC FILING

NAME: ALLIANCE AFFILIATED TITLE
AGENCY, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: VICKI PEREZ

EXAMINER'S INITIALS:

T. BROWN FEB - 5 1996

FILED
96 FEB - 2 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JAN 26 1996

ARTICLES OF INCORPORATION
OF

ALLIANCE AFFILIATED TITLE AGENCY, INC.

FILED
96 FEB -2 AM 8:09
SECRETARY OF STATE
ALLIANCE AFFILIATED TITLE AGENCY, INC.

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The Name of the corporation is: ALLIANCE AFFILIATED TITLE AGENCY, INC. and its principal address is: 98 S.E. 6th Avenue, Delray Beach, Florida 33483.

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

- (a) Manage Limited Partnerships.
- (b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monied or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts

necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States, or in any foreign countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis concerning on the date of execution and acknowledgment of these articles.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have the authority to issue is 5,000 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V - 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share

theroof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE
AND AGENT

The street address of the initial registered office of this corporation is 98 S.E. 6th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is DAVID G. LASKEY. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time by the by-laws but shall never be less than one (1).

The names and post office addresses of the First Board of Directors, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------|--|
| DAVID G. LASKEY | 98 S.E. 6th Avenue Delray Beach, FL 33483 |
| JOHN A. LASKEY | 616 Madison Avenue Toledo, OH 43604 |
| ELIZABETH LARocca | |

ARTICLE IX - INCORPORATORS

The names and street addresses of each subscriber and incorporator of these Articles of Incorporation is:

NAME

ADDRESS

DAVID G. LASKEY

98 S.E. 6th Avenue
Delray Beach, Fl 33483

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting over for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common Shares.

ARTICLE XII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or are members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and not contract, act or transaction of this corporation with any person or persons, firm association, or corporation shall be affected or invalidated by reason of the fact

that any director or directors or officer or officers of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association, or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meetings for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer, director, employee or agent, or any former officer, director, employee or agent, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV - MISCELLANEOUS

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the

accounts and books of this corporation (other than the stock book) or any of the shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its by-laws confer powers upon its Directors in addition to the foregoing and in addition too the powers authorized and expressly conferred by statute.

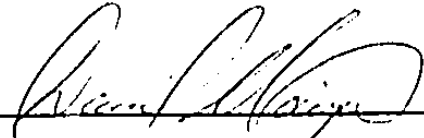
WE, the undersigned, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and do respectively agree to take the number of shares of stock hereinabove set forth as to each of us, and accordingly have hereunto set our hands and seals this 26 day of JANUARY, 1996.


DAVID G. LASKEY

STATE OF FLORIDA)
) ss.
COUNTY OF Dade)

BEFORE ME, the undersigned authority, personally appeared
DAVID G. LASKEY who, after being by me first duly cautioned and
sworn, upon their respective oaths depose and say that they are the
parties to the foregoing Articles of Incorporation and severally
acknowledged the said execution to be their free and voluntary act
and deed, each of the, each for himself and not for the other, and
that the facts therein stated are truly set out.

WITNESS my hand and seal at Miami, Florida, the
day and date first above set forth.


Notary Public, State of Florida

My commission expires:

[Seal]




DAVID MANGIERO
MY COMMISSION # CC358465 EXPIRES
March 22, 1993
BONDED THRU TROY FAIR INSURANCE, INC.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That ALLIANCE AFFILIATED TITLE AGENCY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Delray Beach, State of Florida has named DAVID G. LASKEY located at 98 S.E. 6th Avenue, Delray Beach, Florida 33438, as its registered agent to accept service of process within Florida.


DAVID G. LASKEY
TITLE: President
DATE: 1-24-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


DAVID G. LASKEY, Registered Agent

Date: January 24, 1996

FILED
96 FEB -2 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000010778

Palmer & Palmer, P.A.

Counselors at Law

Paul Palmer
David Mangiero

Alfred H. Palmer
of Counsel

1650 Madruga Avenue
Suite 240
Coral Gables, Fla. 33146
Telephone (305) 688-0704
Fax (305) 687-0500

July 18, 1996

VIA CERTIFIED MAIL Z 689 222 745
RETURN RECEIPT REQUESTED

000001902680
-07/24/96--01003--007
*****43.75 *****43.75

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

Re: Articles of Amendment - Alliance Affiliated Title Agency, Inc.
Document Number 96000010778
Our File No. 95-483C

Dear Sir/Madam:

Please find enclosed Articles of Amendment to the Articles of Incorporation of Alliance Affiliated Title Agency, Inc. for filing with your office.

You will also find enclosed our Trust Account check payable to Florida Department of State in the amount of \$43.75 to cover the filing fee for the Amendment plus the fee for a Certificate of Status for Southeastern Affiliated Title Agency, Inc.

Please forward the Certificate of Status to our office for placement in the Corporate Book. Thank you for your anticipated cooperation.

Sincerely,

David Mangiero
David Mangiero, Esq.

DM/bds

Enc. - Articles of Amendment
- Check No. 457

Signed for Mr. Mangiero in his
absence to prevent delay in
Mailing.

NC
SH 7/30

FILED
96 JUL 23 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALLIANCE AFFILIATED TITLE AGENCY, INC.
DOCUMENT NO. P96000010778

FILED
95 JUL 23 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Name of the corporation is Alliance Affiliated Title Agency, Inc. (the Corporation).

2. Pursuant to the provisions of F.S. §607.1006, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

3. Article I of the Articles of Incorporation, filed February 2, 1996, effective January 26, 1996, with the Office of the Florida Department of State, is deleted in its entirety and substituted by the following:

ARTICLE I - NAME

The name of the Corporation shall be SOUTHEASTERN AFFILIATED TITLE AGENCY, INC., and its principal address is: 98 SE 6th Avenue, Delray Beach, Florida 33483

4. This Amendment was considered and adopted at a special, joint meeting of the Board of Directors and Shareholders of the Corporation on July 9th, 1996, and unanimously approved by the members of the Board of Directors and by the holders of the Corporation's Common Stock, which is the only group of the Corporation's Shareholders entitled to vote on the Amendment, both votes unanimously favoring said Amendment.

Alliance Affiliated Title Agency, Inc. has caused these Articles of Amendment to be executed on July 9, 1996.

ALLIANCE AFFILIATED TITLE AGENCY,
INC.

By: David G. Laskey
DAVID G. LASKEY,
President and Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, the undersigned authority, appeared David G. Laskey, as President and Director of Alliance Affiliated Title Agency, Inc., a Florida Corporation, who is personally known to me who did take an oath and who executed the foregoing instrument.

In witness whereof, I have hereunto set my hand and official seal at the County and State last aforesaid, this 9th day of July, 1996.

Serena Harms
Notary Public, State of Florida

My Commission expires:

