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96 APR OF THE 2: 21 SECRETARY FLORIDA TALLAHAS SER, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE 902368 109835A
AUTHORIZATION ATTICIA 19945

COST LIMIT : # 78.75

ORDER DATE: April 1, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 902368

CUSTOMER NO: 109835A

CUSTOMER: Thomas F. Diorio, Esq

THOMAS F. DIORIO, PA

P. O. Box 1686

Winter Park, FL 32790-1686

400001764964

#### DOMESTIC FILING

NAME

MARATHON TITLE OF CENTRAL FLORIDA, INC.

EFFECTIVE DATE:

XX \_\_ ARTICLES OF INCORPORATION \_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

KX PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

HECEIVED

ON SOLUTION OF CORPORATION



#### Articles of Incorporation of Marathon Title of Central Florida, Inc.

FILED

96 APR -1 PH 12: 22

ARTICLE I. Name: The name of this corporation shall be: Marathon Title of Renjiral Florida, All. Inc.

ARTICLE II. Principal Office and Mailing Address: The principal office of the corporation shall be: 174 West Comstock Avenue, Suite 215, Winter Park, FL 32789. The mailing address of this corporation shall be: P.O. Box 1686, Winter Park, FL 32790-1686.

#### ARTICLE III. Authorized Shares:

- 1. Voting: The corporation is authorized to have 1,000 shares of voting common stock having a par value of \$1.00 per share.
- 2. Non-Voting: The corporation is authorized to have 1,000 shares of non-voting common stock having a par value of \$1.00 per share.
- ARTICLE IV. Transferability of Shareholders Interest: A shareholder's interest in this corporation is not assignable in whole or in part, unless a majority of the non assigning shareholders consent to the assignment. An assignment of a shareholder's interest in this corporation does not dissolve this corporation or entitle the assignee to become or exercise any rights or powers of a shareholder. An assignment entitles the assignee to share in the profits and losses of the corporation, to receive such distribution(s) and to receive such allocation of income, gain, loss, deduction, or credit or similar item to which the assignor was entitled, if any, to the extent assigned. A shareholder ceases to be a shareholder and ceases to have the power to exercise any rights or powers of a shareholder upon assignment of his entire interest in the corporation.
- Right of Assignee to Become a Shareholder: An assignee of a shareholder interest may be become a shareholder only if all other shareholders consent. An assignee who becomes a shareholder has, to the extent assigned, the rights and powers, and is subject to the restrictions and liabilities, of a shareholder under the Articles of Incorporation, the Bylaws, and Florida law. An assignee who becomes a shareholder is also liable for the obligations of his assignor to pay for such shares as required by \$607.0622, the Florida Statutes. On application to a court of competent jurisdiction by any judgment creditor of a shareholder, the court may charge a corporate interest of the shareholder with payment of the unsatisfied amount of the judgment, with interest. To the extent so charged, the judgment creditor has only the rights of an assignee of such shareholder's corporate interest. This paragraph does not deprive any shareholder of the benefit of any exemption laws that are applicable to his corporate interest.
- ARTICLE VI. <u>Initial Registered Agent and Address:</u> The name and street address of the initial registered agent is:

Thomas F. Diorio, 174 West Comstock Avenue, Suite 215, Winter Park, FL 32789

ARTICLE VII. <u>Incorporator:</u> The name and street address of the incorporator is:

Thomas F. Diorio, 174 West Comstock Avenue, Suite 215, Winter Park, FL 32789

ARTICLE VIII. <u>Initial Board of Directors:</u> The name and address of each member of this corporation's Initial Board of Directors is:

Thomas F. Diorio, 174 West Comstock Avenue, Suite 215, Winter Park, FL 32789

In Witness Whereof, the undersigned does hereby execute this instrument as of March 29, 1996.

Name: Thomas F. Diorio, Incorporator

#### Certificate of Designation Registered Agent and Registered Office

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is: Marathon Title of Central Florida, Inc.
- 2. The name and street address of the registered agent and office is:

Thomas F. Diorio, 174 West Comstock Avenue, Suite 215, Winter Park, FL 32789

Name: Thomas F. Diorio, Incorporator

Date: March 29, 1996

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Name: Thomas F. Diorio, Registered Agent

Date: March 29, 1996

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# P9600028984 THOMAS F. DIORIO, P. A. PROTESHONAL ASSOCIATION ATTORNEY AT LAW P. O Box 1686

WINTER PARK, FLORIDA 32790-1686

Telephone: (407) 847-7845 Feesimile: (407) 647-2314

6000002151166---4 -04/22/97-01098--004 \*\*\*\*\*35.00 \*\*\*\*\*35.00

April 14, 1997

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 Via Certified Mail
Return Receipt Requested
Receipt Number Z 421 584 056

Re:

Articles of Dissolution/Marathon Title of Central Florida, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Dissolution for Marathon Title of Central Florida, Inc., together with a check in the amount of \$35.00 to pay the filing fees for the enclosed Articles of Dissolution.

Please return the enclosed copy of the Articles of Dissolution marked with the filing stamp for my records.

Should you have any questions, please contact me at (407)647-7645.

Sincerely,

Thomas F. Diorio

7 APR 22 PH 12: 24 CORETARY OF STATE LUAHASSEE, FLORID

VOI DS

OR Gulg

**Enclosure** 

### ARTICLES OF DISSOLUTION PURSUANT TO SECTION 607.1403 OF THE FLORIDA BUSINESS CORPORATION ACT

Pursuant to the provisions of Section 607.1403 of the Florida Business Corporation Act, the undersigned Florida corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is Marathon Title of Central Florida, Inc.

2. The name and address of its officers and sole director is:

Name	Office	Address F. T. S.
Thomas F. Diorio	Director, President, Secretary & Treasurer	Address 1765 Via Contessa Winter Park, FL 3278

- 3. The voluntary dissolution of the corporation was authorized by the sole shareholder on April 14, 1997. The approval of the dissolution of the corporation by the sole shareholder of the corporation is sufficient to approve the dissolution of the corporation.
- 4. All debts, obligations and liabilities of the corporation have been paid or discharged or adequate provision has been made therefor.
- 5. All remaining property and assets of the corporation have been distributed to the sole shareholder of the corporation.
- 6. There are no actions pending against the corporation in any court.

Effective Date: April 14, 1997

MARATHON TITLE OF CENTRAL FLORIDA, INC., a Florida corporation

Thomas F. Diorio,

President, Secretary and

Treasurer