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T I T L E C O M P A N Y

March 25, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200001762752
-03/29/96--01064--004
****122.50 ****122.50

Re: Title/Max, Inc.

EFFECTIVE DATE
3-26-96

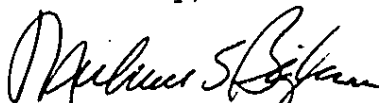
Dear Sir/Madam:

Enclosed herewith please find original and one copy of the Articles of Incorporation of the above referenced corporation, together with check in the amount of \$122.50 representing filing fees.

Please file the enclosed and return our copy to the undersigned.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



Michael Biglane
Vice President

MB/bb

enclosure: as stated

FILED
96 MAR 29 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR - 4 1995

ARTICLES OF INCORPORATION
OF
TITLE/MAX, INC.

FILED
96 MAR 29 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: TITLE/MAX, INC.

ARTICLE II - DURATION

EFFECTIVE DATE
3-26-96

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF EXECUTION OF THESE ARTICLES, IF THEY SHALL BE FILED WITH THE DEPARTMENT OF STATE WITHIN FIVE DAYS AFTER EXECUTION, AND IF NOT, COMMENCING ON THE DATE OF SUCH FILING.

ARTICLE III - PURPOSE

THIS CORPORATION IS ORGANIZED:

1. TO BUY, SELL, TRADE, OWN, MORTGAGE, PLEDGE, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF, AND TO INVEST IN, TRADE IN, DEAL IN AND WITH PRODUCTS, GOODS, WARES, MERCHANDISE, REAL AND PERSONAL PROPERTY AND SERVICES OF EVERY KIND, CLASS AND DESCRIPTION.
2. TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THIS STATE, AS THE SAME MAY BE FROM TIME TO TIME AMENDED.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF (ONE DOLLAR \$1.00) PAR VALUE COMMON STOCK, WHICH SHALL BE DESIGNATED "COMMON SHARES". NO SHAREHOLDER SHALL BE ENTITLED TO PREEMPTIVE RIGHTS.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 8695 COLLEGE PARKWAY, SUITE 351, FORT MYERS, FLORIDA 33919 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS MICHAEL S. BIGLANE.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

CHRISTINA H. DUNN - 880 KINGS RETREAT DRIVE, DAVIDSONVILLE, MD 21035
MICHAEL BIGLANE - 5816 BEECHWOOD TRAIL, FORT MYERS, FLORIDA 33919

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

MICHAEL S. BIGLANE, 5816 BEECHWOOD TRAIL, FORT MYERS, FLORIDA 33919

ARTICLE VIII - BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS.

ARTICLE IX - MEETINGS BY CONFERENCE TELEPHONE

MEMBERS OF THE BOARD OF DIRECTORS MAY PARTICIPATE IN MEETINGS OF THE BOARD OF DIRECTORS BY MEANS OF CONFERENCE TELEPHONE AS PROVIDED BY LAW.

ARTICLE X - ACTION BY DIRECTORS WITHOUT A MEETING

THE DIRECTORS OF THIS CORPORATION MAY TAKE ACTION BY WRITTEN CONSENT, AS PROVIDED BY LAW.

ARTICLE XI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE XII - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 26th DAY OF MARCH, 1996.


Michael S. Biglane

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED MICHAEL S. BIGLANE, KNOWN PERSONALLY TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID THIS 22 DAY OF MARCH, 1996.



Belinda Bramlett

Notary Public

My commission expires:



BELINDA BRAMLETT
MY COMMISSION # CC303492 EXPIRES
July 30, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
96 MAR 29 AM 10:07
CLERK OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH CHAPTER #8.091, F.S.

TITLE/MAX, INC.

A CORPORATION ORGANIZED (OR ORGANIZING) UNDER THE LAWS OF THE STATE
OF FLORIDA WITH ITS PRINCIPAL OFFICE AT 8695 COLLEGE PARKWAY, SUITE
351, FORT MYERS, FLORIDA 33919.

HAS NAMED MICHAEL S. BIGLANE, 8695 COLLEGE PARKWAY, SUITE 351, FORT
MYERS, FLORIDA 33919, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
THE STATE.

ACCEPTANCE: I AGREE AS RESIDENT AGENT TO ACCEPT SERVICE OF PROCESS,
TO KEEP OFFICE OPEN DURING PRESCRIBED HOURS, TO POSE MY NAME (AND ANY
OTHER OFFICERS OF SAID CORPORATION AUTHORIZED TO ACCEPT SERVICE OF
PROCESS AT THE ABOVE FLORIDA DESIGNATED ADDRESS) IN SOME CONSPICUOUS
PLACE IN OFFICE AS REQUIRED BY LAW.



Michael S. Biglane