

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



91602003447

FILED
APR 19 PM 1:37
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 924597 81758A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 122.50

ORDER DATE : April 19, 1996

ORDER TIME : 10:34 AM

ORDER NO. : 924597

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalamandre, L.a
DIVOSTA & COMPANY

400001787244

4500 Pga Boulevard

Palm Bch Garden, FL 33418

DOMESTIC FILING

NAME: AMERICAN TITLE OF THE
SOUTHEAST, INC.

NEED TODAYS DATE PLEASE
RESERVATION #R96000001627

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: MJP

EXAMINER'S INITIALS:

4/19/96
JD

ARTICLES OF INCORPORATION
OF
AMERICAN TITLE OF THE SOUTHEAST, INC.

FILED
SEP 19 PM 1:37
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN TITLE OF THE SOUTHEAST, INC.

The address of the principal office of this corporation shall be 4500 PGA Boulevard, Suite 400, Palm Beach Gardens, Florida 33418 , and the mailing address of the corporation shall be the same.

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 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 19, 1996.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By Karen B. Rozar
Its Agent, Karen B. Rozar

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TALLAHASSEE, FLORIDA

DMK/mjp

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0393 FAX

000-342-0086



P96000034447

ACCOUNT NO. : 072100000032

REFERENCE : 933110 81758A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pyatt

ORDER DATE : April 26, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 933110

700001786477

CUSTOMER NO: 81758A

CUSTOMER: Christine Scalomandre, L.a
Divosta & Company
4500 Pga Boulevard

Palm Bch Garden, FL 33418

CHANGE OF AGENT

NAME: AMERICAN TITLE OF THE
SOUTHEAST,, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY

CONTACT PERSON: Gail Williams

FILED
96 APR 26 PM 2:39 RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS

4/26
[Signature]
J.A.
Chang

Charter No. _____

Date Filed April 19, 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: AMERICAN TITLE OF THE SOUTHEAST, INC.

2. The name and address of its present registered agent is:

Corporation Service Company
1201 Nays Street
Tallahassee, Florida 32301

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TALLAHASSEE FLORIDA

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Otto B. DiVosta

4500 PGA Boulevard, Suite 400

Palm Beach Gardens, Florida 33418

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

William E. Shannon, President
(Typed or printed name and title)

Signature

William E. Shannon Pres

(President or Vice President)

Date April 25, 1996

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Otto B. DiVosta

Signature

[Signature]

(Agent)

Date April 25, 1996

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

P96000034447

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: American Title of
the Southeast, Inc

	C.C. FEE.	DISBURSED
Art. of Amend. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search	100002174691--1	
Driving Record	-05/12/97--01061--002	
Document Retrieval	****945.20 ****35.00	
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

97 MAY -8 PM 2:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$ 516
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU. -
 from
 Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE 5/6/97

TIME After CK No. _____

BY 5/6 12:00

WALK-IN Will Pick Up 5/6 12:00

ARTICLES OF AMENDMENT
OF
AMERICAN TITLE OF THE SOUTHEAST, INC.

FILED

97 MAY -6 PM 2:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders and Directors, for the purpose of amending the Articles of Incorporation of AMERICAN TITLE OF THE SOUTHEAST, INC., pursuant to the Florida Business Corporation Act, Florida Statutes §§607.1001, et seq., do hereby adopt the following Articles of Amendment previously approved by all of the shareholders and Directors of the Corporation:

ARTICLE IV - STATED CAPITAL

"The authorized capital stock of the Corporation shall consist of seven thousand five hundred (7,500) shares of \$1.00 par, common voting stock and seven thousand five hundred (7,500) shares of \$1.00 par, common non-voting stock. The common voting stock shall have one (1) vote per share and shall be the only voting stock permitted to vote on any matter affecting the Corporation and the outstanding shares of the Corporation. The common non-voting stock shall not be permitted any vote whatsoever on any matter affecting the Corporation and the outstanding shares of the Corporation at any time. The provisions with respect to the common voting shares and the common non-voting shares shall be identical save the right of the common voting shares to vote and the no vote provision of the common non-voting shares. The provisions of Florida Statutes §607.0732, including any like section of comparable import hereinafter adopted, shall herein govern and an agreement of even date exists between the Shareholders of the Corporation approving and authorizing the provisions set forth herein of the common non-voting shares and common voting shares, including in particular the full and exclusive right of the common voting shares to vote on all matters, one (1) vote per share outstanding, and no right under any circumstances of the common non-voting shares to vote on any matter at any time."


Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions

of the Corporation's original Articles of Incorporation or any previous amendments to the Corporation's original Articles of Incorporation, the Corporation's original Articles of Incorporation and any amendments to the Corporation's original Articles of Incorporation shall remain in full force and effect.

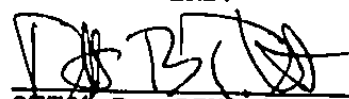
All of the shareholders and Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of the State of Florida.

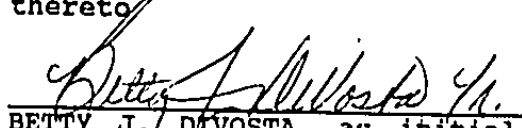
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.

DIRECTORS:


OTTO B. DIVOSTA

SHAREHOLDERS:


OTTO B. DIVOSTA, as initial
Trustee of the Otto B. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto


BETTY J. DIVOSTA, as initial
Trustee of the Betty J. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto