

P96000060023

JULY 8, 1996

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIRs;

ENCLOSED ARE TWO (2) COPIES OF THE ARTICLES OF INCORPORATION OF **CAPITAL TITLE AND ABSTRACT, INC.** AND THE APPOINTMENT OF A REGISTERED AGENT FOR FILING PURPOSES.

ALSO ENCLOSED IS A CHECK FOR \$122.50 TO COVER CHARTER TAX, FILING FEES, REGISTERED AGENT FILING FEE, AND COST OF A CERTIFIED COPY OF THE ARTICLES.

PLEASE SEND A CERTIFIED COPY TO ME.

THANK YOU FOR YOUR PROMPT ATTENTION TO THIS MATTER.

SINCERELY YOURS,


RONALD HORMES

W16-14513

6/11/96
6/15/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 11, 1996

RONALD HORMES
931 SPANISH OAKS BLVD.
PALM HARBOR, FL 34683

SUBJECT: CAPITAL TITLE AND ABSTRACT, INC.
Ref. Number: W96000014513

We have received your document for CAPITAL TITLE AND ABSTRACT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 996A00033787

ARTICLES OF INCORPORATION
OF
CAPITAL TITLE AND ABSTRACT, INC.

FILED
JUL 19 1963
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS CAPITAL TITLE AND ABSTRACT, INC.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION WILL BE 931 SPANISH OAKS BLVD, PALM HARBOR, FLORIDA 34683.

ARTICLE III. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING ON THE DATE OF FILING OF THESE ARTICLES.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.

ARTICLE V. CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 COMMON SHARES OF \$1.00 PAR VALUE.

ARTICLE VI. PREEMPTIVE RIGHTS GRANTED

EVERY SHAREHOLDER, UPON SALE FOR CASH BY THIS

CORPORATION OF ANY NEW CAPITAL STOCK OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE OR SHE ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE HIS OR HER PRO RATE SHARE THERE OF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES).

ARTICLE VII. REGISTERED AGENT AND OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS 931 SPANISH OAKS BLVD, PALM HARBOR, FLORIDA 34683. THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS RONALD HORMES.

ARTICLE VIII. DIRECTORS

THE BOARD OF DIRECTORS SHALL CONSIST OF TWO MEMBERS. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BUT SHALL NEVER BE LESS THAN (1). THE NAME AND ADDRESS OF EACH MEMBER OF THE BOARD OF DIRECTORS ARE:

RONALD HORMES
931 SPANISH OAKS BLVD
PALM HARBOR, FL 34683

CHERYL HORMES
931 SPANISH OAKS BLVD
PALM HARBOR, FL 34683

ARTICLE IX. CUMULATIVE VOTING

AT THE ELECTION FOR DIRECTORS, EVERY SHAREHOLDER ENTITLED TO VOTE IN THE ELECTION SHALL HAVE THE RIGHT TO CUMULATE HIS VOTES BY GIVING ONE CANDIDATE AS MANY VOTES AS THE NUMBER OF DIRECTORS TO BE ELECTED AT THE TIME MULTIPLIED BY THE NUMBER OF HIS OR HER SHARES OR BY DISTRIBUTING THE VOTES ON THE SAME PRINCIPAL AMONG ANY NUMBER OF CANDIDATES.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

SHARES HELD OR ACQUIRED BY THE CORPORATION MAY NOT BE RESOLD OR OTHER PERSONS UNLESS FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS ARE WHICH, AND THE TIME WITHIN WHICH THOSE SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI. INCORPORATION

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

RONALD HORMES
931 SPANISH OAKS BLVD
PALM HARBOR, FL 34683

ARTICLE XII. INDEMNIFICATION

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

ARTICLE XIII. AMENDMENT

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

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 8TH DAY OF JULY 1996.


RONALD HORMES

FILED
93 JUL 13 PM 3:31
CLERK OF DISTRICT COURT
PINELLAS COUNTY, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Ronald C. Hormes having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

RONALD C. HORMES

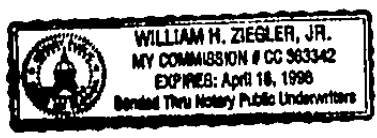

Registered Agent/Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgements in Pinellas County, Florida, personally appeared **RONALD C. HORMES** known to me and known to by me to be the person described in and who executed and acknowledged execution of the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and stamp in Pinellas County, Florida on this 15th day of July 1996.


NOTARY PUBLIC



P96000060023

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

700002018227--2
-12/03/96--01125--002
*****\$7.50 *****\$7.50

Dear Sirs;

Enclosed are two (2) copies of the Articles of Amendment to the Articles
of Incorporation of "Capital Title & Abstract, Inc."

Also enclosed is a check for \$87.50 to cover filing fees and cost of a
certified copy of the amendment to be sent to:

Cheryl L. Hormes
c/o Southern General Title & Trust, Inc.
931 Spanish Oaks Blvd.
Palm Harbor, Florida 34683

Thank you in advance for your prompt attention to this matter.

Sincerely Yours,

Cheryl L. Hormes

Cheryl L. Hormes, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 9:29

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 9:29

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

CAPITAL TITLE AND ABSTRACT, INC.

PURSUANT TO THE PROVISION OF SECTION 607.1006, FLORIDA STATUTES, THIS
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES
OF INCORPORATION:

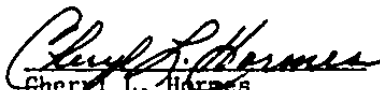
ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS "SOUTHERN GENERAL TITLE & TRUST, INC."

THE DATE OF THIS AMENDMENT ADOPTION IS NOVEMBER 18, 1996.

THE ABOVE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WAS
ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHARE-
HOLDER ACTION WAS NOT REQUIRED.

SIGNED ON THIS 18th DAY OF NOVEMBER 1996.


Cheryl L. Hornes
President/Director

P96000060023

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 5, 1997

SOUTHERN GENERAL TITLE & TRUST, INC.
931 SPANISH OAKS BLVD.
PALM HARBOR, FL 34683

SUBJECT: SOUTHERN GENERAL TITLE & TRUST, INC.
Ref. Number: P96000060023

Debit Memo #: 1097-B

This is to inform you that check #1033 in the amount of \$173.75 submitted with the annual report for SOUTHERN GENERAL TITLE & TRUST, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$188.75 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after April 5, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00006027

P96000060023

February 13, 1997

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-02/14/97--01013--002
****188.75 ****188.75

REPLACEMENT FEE 1997

ANNUAL REPORT: SOUTHERN GENERAL
TITLE & TRUST, INC.

DEBIT MEMO: # 1097-B

CHECK #: 1033