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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: WEITZER NAUTICA, INC.

FAX AUDIT NUMBER: H98000010300

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**ARTICLES OF INCORPORATION**  
**OF**  
**WEITZER NAUTICA, INC.**

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**ARTICLE I**  
**NAME**

The name of this Corporation is Weitzer Nautica, Inc.

**ARTICLE II**  
**NATURE OF BUSINESS**

This Corporation is being formed for the following purposes:

To conduct any and all business activities permitted by the laws of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinabove enumerated or incidental to the value of the property of the Corporation or which at any time appear conducive thereto or expedient.

**ARTICLE III**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Prepared by: Estelle Burnside  
Weitzer Homebuilders Incorporated  
3501 N.W. 131st Street, Suite 120  
Miami Lakes, FL 33014

(305) 819-4163  
ext. 37

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TALLAHASSEE, FLORIDA

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**ARTICLE IV****CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated "Common Share."

**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 5901 N. W. 151 Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent of this Corporation at that address is Estelle Burnside. This is also the mailing address of the Corporation.

**ARTICLE VI****INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of directors may be either increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial Director of this Corporation is:

Harry Weitzer  
5901 N. W. 151 Street  
Suite 120  
Miami Lakes, Florida 33014

**ARTICLE VII****CLASSES OF DIRECTORS**

The By-Laws of this Corporation may provide that the Directors be divided into two; three, or four classes whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than three (3) years and provided further that at least one-fourth (1/4) in number of the Directors shall be elected annually.

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## ARTICLE VIII

### AMENDMENTS TO ARTICLE OF INCORPORATION AND BY-LAWS

The right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto is expressly reserved by the Corporation and any right conferred upon the shareholders is subject to this reservation. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when duly proposed and approved by the holders of not less than a majority of all outstanding common stock. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation as provided in the By-Laws.

## ARTICLE IX

### POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## ARTICLE X

### DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

## ARTICLE XI

### INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at it as request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided.

The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

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**ARTICLE XII**

**INCORPORATOR**

The name and address of the person signing these Articles is:

Estelle Burnside  
5901 N.W. 151 Street  
Suite 120  
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation.

Dated:

Estelle Burnside  
Estelle Burnside

**ACKNOWLEDGMENT**

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Estelle Burnside, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25<sup>th</sup> day of JULY, A.D., 1996.

My Commission Expires: 7/1/2000

Patricia A. Winston  
Notary Public  
State of Florida, at Large  
Print Name: PATRICIA A. WINSTON



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**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Weitzer Nautica, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Article of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Harry Weitzer, located at 5901 N.W. 151 Street, Suite 120, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated Corporation at a place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Estelle Burnside*  
**ESTELLE BURNSIDE**  
**REGISTERED AGENT**

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FILED  
 96 JUL 25 PM 5:43  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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P96000062500

**WEIZER**  
HOMEBUILDERS

April 4, 1997

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

Re: Weitzer Nautica, Inc.


Dear Sir or Madam:

Enclosed are the Articles of Amendment to the Articles of Incorporation of Weitzer Nautica, Inc. The purpose of the Amendment is to change the name of the corporation to "U.S. Title & Guaranty Corporation." Also enclosed is our check payable to the Department of State in the amount of \$35.00 representing the filing fee.

Please direct any correspondence concerning this matter to me.

Thank you for your attention to this matter.

Very truly yours,

  
Patrice M. Johnston  
Legal Assistant

900002139219--7  
-04/10/97-01058-021  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

/Enclosures

*NC*  
*4/14*

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
WEITZER NAUTICA, INC.**

**FILED**  
**APR 10 PM 2:49**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The Articles of Incorporation of Weitzer Nautica, Inc., a Florida corporation registered with the Florida Department of State, Division of Corporations, on July 25, 1996 under Document Number P96000062500 are hereby amended as follows.

**FIRST:** ARTICLE I is hereby amended to reflect the change of the name of the Corporation from Weitzer Nautica, Inc. to U.S. Title & Guaranty Corporation.

**SECOND:** ARTICLE V is hereby amended to read as follows:

The street address of the initial registered office of the Corporation remains 5901 N. W. 151 Street, Suite 120, Miami Lakes, Florida 33014. The name of the registered agent of this Corporation at that address is Harry Weitzer. The mailing address of the Corporation is P.O. Box 4550, Miami Lakes, Florida 33014.

**THIRD:** The Articles of Amendment to the Articles of Incorporation were duly adopted by the Sole Director on April 2, 1997.

**FOURTH:** The Articles of Amendment were adopted by the Sole Director without shareholder action and shareholder action was not required.

**IN WITNESS WHEREOF,** these Articles of Amendment to Articles of Incorporation were executed this 4<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
**Harry Weitzer, Sole Director**



### ACKNOWLEDGMENT

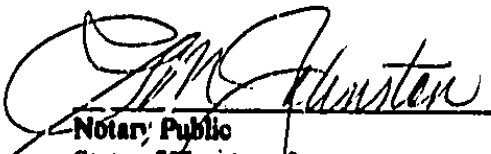
STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE )

**BEFORE ME**, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Harry Weitzer, personally known to me to be the person who executed the foregoing Article of Amendment to Articles of Incorporation and did not take an oath.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4<sup>th</sup> day of April, A.D., 1997.

My Commission Expires:



  
Notary Public  
State of Florida at Large  
Print Name: PATRICE M. JOHNSTON

### CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

U.S. Title & Guaranty Company, organized under the laws of the State of Florida, as indicated in the foregoing Articles of Amendment to Articles of Incorporation, has named Harry Weitzer, located at 5901 N.W. 151 Street, Suite 120, City of Miami Lakes, County of Dade, State of Florida, as its agent to accept service of process within this State.

### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at a place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
**HARRY WEITZER**  
**REGISTERED AGENT**