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GOETZ, HARTMAN & LANDSTEINER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

JAMES L. GOETZ, PA.
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August 5, 1996

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(941) 936-2841

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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RE: Guardian Title of Lee County, Inc.

Gentlemen:

Enclosed herein you will find an original and one copy of the proposed Articles of Incorporation relative to the above-referenced profit corporation, along with a check in the amount of \$122.50 for filing fees, charter tax, etc.

Would you please be so kind as to forward a certified copy of the approved Articles directly to this office upon filing of same.

Thank you for your anticipated cooperation and if you have any questions concerning this filing, please do not hesitate to contact our office.

Sincerely,


Norman A. Hartman, Jr.
NAHJr/de
Enclosures

cc: Richard S. McKinley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.9.96
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ARTICLES OF INCORPORATION
OF
GUARDIAN TITLE OF LEE COUNTY, INC.

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TREASURY DEPT.
STATE OF FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I - NAME

The name of the corporation is GUARDIAN TITLE OF LEE COUNTY, INC.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

Article III - PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State, including, but not limited to, providing of title insurance services.

Article IV - AUTHORIZED SHARES

Number. The aggregate number of shares that the corporation shall have the authority to issue is five hundred (500) shares of Capital Stock with a par value of \$1.00 per share.

Initial issue. Two hundred fifty-one (251) shares of Capital Stock of the corporation shall be issued as follows:

251 shares

Richard S. McKinlay

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

Article V - REGISTERED AGENT

The initial street address in Florida of the initial registered agent of the corporation is 6410 Griffin Blvd., Fort Myers, Florida 33908, and the name of the initial registered agent at such address is RICHARD S. MCKINLAY.

Article VI - NUMBER OF DIRECTORS

The initial board of directors shall consist of one (1) member, who need not be a resident of the State of Florida nor a shareholder of the corporation.

Article VII - NAMES AND ADDRESSES OF DIRECTORS

The name and address of the person who shall serve as director and officer until the first annual meeting of shareholders, or until his successors shall have been selected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	
Richard S. McKinlay	6410 Griffin Blvd. Fort Myers, FL 33908	President/ Secretary

Article VIII- INCORPORATORS

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard S. McKinlay	6410 Griffin Blvd. Fort Myers, FL 33908

ARTICLE IX - SHAREHOLDER ACTION

An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

Article X - AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive rights of any holder is

determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

Article XII - PRINCIPAL OFFICE

The address of the principal office of the corporation is 6410 Griffin Blvd., Fort Myers, Florida 33908 and its mailing address is the same.

ARTICLE XIII - POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - SALE OR ENCUMBER

The Board of Directors of the corporation may not authorize any sale, mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of a majority of the shares of the corporation entitled to vote thereon and not otherwise.

IN WITNESS WHEREOF, the undersigned has executed these articles of incorporation at CASSOPOLIS, Michigan, on the 2ND day of AUGUST, 1996.



RICHARD S. MCKINLAY (SEAL)

STATE OF MICHIGAN
COUNTY OF CALHOUN

The foregoing instrument was acknowledged before me on the 2ND day of August, 1996 by RICHARD S. MCKINLAY, who is personally known to me or who has produced FL license #M254-757-18-163-0 as identification and who did take an oath.

WITNESS, my hand and official seal in the state and county
aforesaid on the day and year first above writton.

Joanne L. Wilken

Notary Public

(SEAL)

JOANNE L. WILKEN

Typed or printed name of notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.
NAMING AGENT UPON WHOM SERVICE MAY BE MADE

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

THAT, GUARDIAN TITLE OF LEE COUNTY, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Fort Myers, Lee County, Florida, has named RICHARD S. MCKINLAY, located at 6410 Griffin Blvd., Fort Myers, Florida 33908 as its agent to accept service of process within this State.

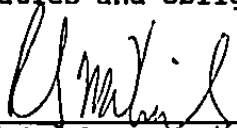
GUARDIAN TITLE OF LEE COUNTY, INC.

By: 

Richard S. McKinlay,
Incorporator

ACCEPTANCE

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Richard S. McKinlay

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA