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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.
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Bradenton, Florida 34205-7597
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40 South Pineapple Avenue
Sarasota, Florida 34236-5732
(941) 952-0337

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 14 AM 9:36

DAVID S. BECKER
ANNE SHEFFERDOUGLASS
JAMES D. DE
DARRENA GILLET
GEORGE H. HARRISON
G. JOSEPH HARRISON
THOMAS W. HARRISON
ROBERT W. HENDRICKSON, III
W. NICHOL KIRKLAND



Please Reply To
Post Office Box 400
Bradenton, Florida 34206-0400

Fax (941) 746-9229

August 6, 1996

via Federal Express

Professional Insurance Consulting Services
Attn: Keri
225 S. Gadsden Street
Tallahassee, FL 34301

96 AUG 14 921 559
08/14/96 01021 --004
****122.50 ****122.50

Re: Alliance Title of America, Inc.

Dear Keri:

Enclosed please find two original fully-executed sets of the Articles of Incorporation for Alliance Title of America, Inc. These Articles are identical to the copy provided to the Department of Insurance. Also enclosed is my firm check in the amount of \$122.50 payable to the Florida Department of State, representing the Filing Fee, Registered Agent Fee, and Certified Copy Fee.

It is my understanding that you will hold these originals until the permit is issued by the Department of Insurance. Once the permit is issued, you will file the Articles and notify me of the Filing. The Certificate of Incorporation and Certified Copy can be returned to my office thereafter.

Should you have any questions regarding the enclosed, please do not hesitate to give me a call. Otherwise, I look forward to hearing from you as soon as the Articles have been filed.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson, III

Will Wait

RWH:pg
Enclosures

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DIVISION OF CORPORATIONS

D. BROWN AUG 14 1996



THE TREASURER OF THE STATE OF FLORIDA
DEPARTMENT OF INSURANCE

BILL NELSON

August 13, 1996

Mr. Michael T. Ruffino
Chairman
Alliance Title of America, Inc.
1206 Manatee Avenue, West
Bradenton, Florida 34205-7597

Re: Alliance Title of America, Inc.
Application for Permit to Organize a Domestic Insurance
Company

Dear Mr. Ruffino:

This will refer to the application for permit which was submitted on May 3, 1996, to organize the above-referenced company under the Laws of Florida. The documents submitted have been reviewed and the application has now been approved. This letter will serve as your PERMIT to proceed in the formation and licensing of th's new insurer. In this connection, the following documents are enclosed:

1. Application for License;
2. Service of Process Documents; and
3. A stamped approved set of the company's proposed Articles of Incorporation and By-Laws.

It will be necessary that your company establish and maintain a deposit in the amount referenced in the attached Consent Order. This requirement must be completed before this Department can approve your company for licensing. Please contact the Bureau of Collateral Securities at 904/922-3167, for the mechanics involved in establishing this deposit.

Once your company is able to submit its Application for Certificate of Authority, written confirmation must be submitted stating the name of, location, account number(s) and contact person at the financial institution where the company has placed the necessary capital and surplus funds.

TREASURER • INSURANCE COMMISSIONER • FIRE MARSHAL

PETE MITCHELL • CHIEF OF STAFF • OFFICE OF THE CHIEF OF STAFF
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0301 • (904)413-4900 • TELECOPIER (904)488-6581

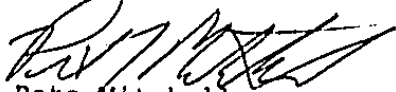
Affirmative Action / Equal Opportunity Employer

Mr. Michael T. Ruffino

Page Two

The issuance of a permit to form a company does not necessarily indicate that a Certificate of Authority for the company will be issued. The issuance of a Certificate of Authority is dependent upon many factors, including the retention of qualified personnel, appropriate reinsurance and the Department's final review of the company's complete filings.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Pete Mitchell', written over a horizontal line.

Pete Mitchell
Chief of Staff

PM/JEH/kp
Enclosures

cc: Collateral Securities

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

JUL 3 1996

By
Legal Division

ARTICLES OF INCORPORATION
OF
ALLIANCE TITLE OF AMERICA, INC.

The undersigned, being natural persons over the age of 18 years, citizens of the United States of America, and competent to contract, hereby form a stock insurer corporation under the laws of the State of Florida, and agree to the following:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be ALLIANCE TITLE OF AMERICA, INC., a Florida corporation. The street address of the initial principal office of the Corporation and the Corporation's mailing address is 1206 Manatee Avenue West, Bradenton, Manatee County, FL 34205.

ARTICLE II - PURPOSE AND POWERS

The Corporation is formed as a property and casualty insurance company to engage in every aspect of the title insurance underwriting business.

ARTICLE III - DATE OF COMMENCEMENT AND TERM OF EXISTENCE

Existence of the Corporation shall commence on filing these Articles of Incorporation with the Florida Department of State, and shall continue perpetually.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue shall be 1,000 shares of common stock having a par value of \$5.00 per share. The Corporation shall not begin transacting business unless it achieves a capital and surplus of least \$2,500,000.

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DIVISION OF CORPORATIONS
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ARTICLE V - CLASSES OF STOCK;
RESTRICTIONS ON TRANSFER; DISTRIBUTIONS

Section 1. The Corporation shall be authorized to issue two (2) classes of stock, Class A stock and Class B stock. The number of shares of each Class, and the preferences, limitations, and relative rights of each Class, are described as follows:

A. The Corporation shall be authorized to issue 958 shares of Class A stock. The holders of Class A stock will only have the right to vote on the following actions:

(1) The sale of all or substantially all of the assets of the Corporation.

(2) Certain Amendments to these Articles of Incorporation as provided in Article VIII hereof.

(3) Any action which would make it impossible for the Corporation to carry on its business in the ordinary course.

B. The Corporation shall be authorized to issue 42 shares of Class B stock. The holders of Class B stock shall have unlimited voting rights.

Section 2. The transfer of stock issued by the Corporation, regardless of Class, will be restricted. Further, the Corporation will have the option to redeem issued stock upon the occurrence of certain events. The restrictions on transfer and redemption rights will be set forth in a separate agreement between the shareholders and the Corporation as provided in Section 607.0627, Florida Statutes (1995).

Section 3. All shares of stock in the Corporation, without regard to Class, will share equally in distributions by the

Corporation, including dividends and the distribution of the net assets of the Corporation upon dissolution.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than five (5).

Section 3. Directors shall be elected by the holders of Class B stock, and hold office as provided in the Bylaws.

Section 4. The names and residence street addresses of the initial Directors of the Corporation, each of whom are citizens of the United States and over the age of 18, are:

<u>Name</u>	<u>Address</u>
Gary Carevich	2987 Wilderness Blvd., East Parrish, FL 34219
Robert W. Hendrickson, III	5907 Flotilla Drive Holmes Beach, FL 34217
Richard S. McKinlay	6410 Griffin Blvd. Ft. Myers, FL 33908
G. Dale Monson	3010 Wilderness Blvd., West Parrish, FL 34219
Michael T. Ruffino	11822 Oak Ridge Drive Parrish, FL 34219

Section 5. The initial term of office of the initial Directors shall be one year.

ARTICLE VII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the first meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the holders of Class B stock as provided in the Bylaws.

ARTICLE VIII - AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of those holding a majority of the Class B stock issued by the Corporation; provided, however, Article II, Article IV, Section 3 of Article V, and this Article VIII shall not be amended except by the affirmative vote of those holding a majority of the stock issued by the Corporation without regard to Class.

ARTICLE IX - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 1206 Manatee Avenue West, Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Robert W. Hendrickson, III, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open to receive service of process from the Treasurer and Insurance Commissioner of the State of Florida.

ARTICLE X - INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of 18 and all of whom are citizens of the United States are:

<u>Name</u>	<u>Address</u>
Gary Carevich	2987 Wilderness Blvd., East Parrish, FL 34219
Robert W. Hendrickson III	5907 Flotilla Drive Holmes Beach, FL 34217
Richard S. McKinlay	6410 Griffin Blvd. Ft. Myers, FL 33908
G. Dale Monson	3010 Wilderness Blvd., West Parrish, FL 34219
Michael T. Ruffino	11822 Oak Ridge Drive Parrish, FL 34219

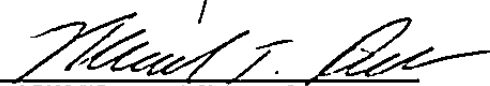
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned have executed these Articles of Incorporation this 6TH day of August, 1996.


GARY CAREVICH


ROBERT W. HENDRICKSON, III

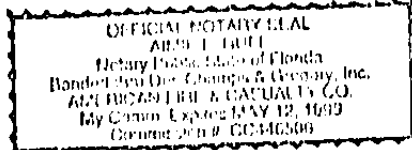

RICHARD S. MCKINLAY


G. DALE MONSON


MICHAEL T. RUFFINO

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26
day of July, 1996, by GARY CAREVICH, who is personally
known to me and who did take an oath.



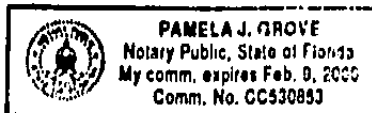
Aimie E. Huff
NOTARY PUBLIC

Aimie E. Huff
Typewritten Name of Notary

My Commission Expires: 5/12/99

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 6
day of August, 1996, by ROBERT W. HENDRICKSON, III, who is
personally known to me and who did take an oath.



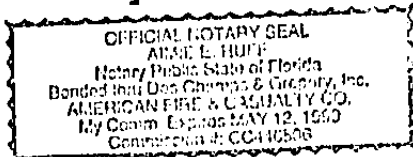
Pamela J. Grove
NOTARY PUBLIC

Pamela J. Grove
Typewritten Name of Notary

My Commission Expires: 2/9/2000

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26
day of July, 1996, by RICHARD S. MCKINLAY, who is
personally known to me and who did take an oath.



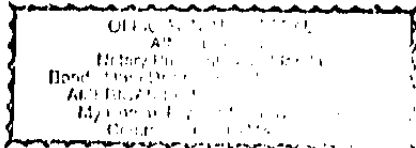
Aimie E. Huff
NOTARY PUBLIC

Aimie E. Huff
Typewritten Name of Notary

My Commission Expires: 5/12/96

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26
day of July, 1996, by G. DALE MONSON, who is personally
known to me and who did take an oath.



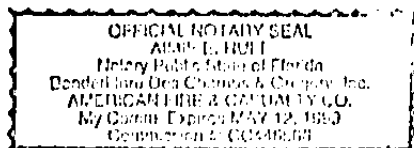
My Commission Expires: 5/12/99

Aimie E. Huff
NOTARY PUBLIC

Aimie E. Huff
Typewritten Name of Notary

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 26
day of July, 1996, by MICHAEL T. RUFFINO, who is
personally known to me and who did take an oath.



My Commission Expires: 5/12/99

Aimie E. Huff
NOTARY PUBLIC

Aimie E. Huff
Typewritten Name of Notary

ACCEPTANCE

Having been named to accept service of process from the Treasurer and Insurance Commissioner of the State of Florida for Alliance Title of America, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby agrees to act in such capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated this 6th day of August, 1996.


Robert W. Hendrickson, III

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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P96000067412

Keri Rayborn - PIC'S
Requestor's Name

225 East Virginia Street
Address

Tallahassee FL 32301 224-9789
City/State/Zip Phone #

800002128728--8
-03/31/97-01007-028
*****87.50 *****87.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. alliance Title of America, Inc. P96000067412
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

3/31

John Amos
C.C.

Call when ready
505-5378
Keri

*Note: if not ready today
Call 224-9789*

Examiner's Initials

FILED

97 MAR 31 PM 3:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT

TO


ARTICLES OF INCORPORATION

OF

ALLIANCE TITLE OF AMERICA, INC.

APPROVED
INSURANCE COMMISSIONER
AND TREASURER

MAR 27 1997

BY  Division

Pursuant to Section 607.1006, Florida Statutes (1995), Alliance Title of America, Inc., a Florida corporation for profit, adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Alliance Title of America, Inc.
2. The text of each Amendment adopted is as follows:

ARTICLE V - CLASSES OF SHARES;
RESTRICTIONS ON TRANSFER; DIVIDENDS

Section 1. Classes of Shares. The Corporation shall have two (2) classes of common shares and one class of preferred shares. The two classes of common shares are designated as Class "A" and Class "B". The class of preferred shares is designated as Class "C".

Section 2. Number of Shares; Authority to Issue Shares. The Corporation is authorized to issue 855 Class A Common Shares, 42 Class B Common Shares, and 103 Class C Preferred Shares. The preferred shares may be issued in one or more series. Except as otherwise provided in these Articles, the Board of Directors is hereby authorized to fix the number of shares and determine the designation of each series of preferred shares, and may determine and alter the rights, preferences, privileges, and restrictions granted to or imposed on any wholly unissued class of shares or wholly unissued series of any class of shares.

Section 3. Voting Rights. The voting rights of each class of shares will be as follows:

A. The Class B Common Shares will have unlimited voting rights.

B. The Class A Common Shares and the Class C Preferred Shares will only have the right to vote on the following actions:

(1) The sale of all or substantially all of the assets of the Corporation.

(2) Any action which would make it impossible for the Corporation to carry on its business in the ordinary course.

(3) Certain amendments to these Articles of Incorporation as provided in Article VIII hereof.

C. The election of Directors will be governed by the provisions of Article VI of these Articles of Incorporation.

Section 4. Preferred Shares. The preferred shares authorized by these Articles of Incorporation shall be issued from time to time in series. The rights, preferences, privileges, and restrictions granted to or imposed on each series of preferred shares are as follows:

A. The first series of preferred shares shall be designated "Series One" and shall consist of forty (40) shares. The second series of preferred shares shall be designated "Series Two" and shall consist of sixty-three (63) shares.

B. Holders of both series of preferred shares shall be entitled to receive dividends at the rate of \$100.00 per share per calendar month. Such dividends will accrue and be cumulative from the first day of the calendar month following the date the preferred shares are subscribed.

C. On any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, holders of the preferred shares shall receive the sum of \$10,000.00 per share before any amount shall be paid to the holders of the common shares. After payment to the holders of common shares of the sum of \$10,000.00 per share, the remaining assets of the Corporation shall be distributed equally to all shares, preferred and common. Should the assets of the Corporation be insufficient to permit payment to the preferred shareholders of the full preferential amounts as herein provided, then such assets shall be distributed ratably among the outstanding preferred shares. A merger of the Corporation with or into any other corporation, or a sale of all or substantially all of the assets of the Corporation, shall not be deemed a liquidation, dissolution, or winding up of the Corporation within the meaning of this Subsection.

D. All of the preferred shares shall be redeemable by the Corporation at the fixed redemption price of \$11,400.00 per share. In addition, all accrued and unpaid cumulative dividends at the rate set forth in Subsection B above will be paid to the holders of the redeemed shares at the time of redemption. Notwithstanding the foregoing, if the Book Value (as defined by the Shareholders' Agreement described in Section 6 below) of the preferred shares on the date of redemption is greater than the

fixed redemption price plus accrued and unpaid cumulative dividends, the redemption price shall be the Book Value for the redeemed shares on the date of redemption. Redemption shall be subject to the following additional terms and conditions:

(1) The Corporation will not be permitted to redeem any of the preferred shares until one (1) year after the issuance of such shares.

(2) All series of preferred shares will be redeemed on a pro rata basis to the nearest full share.

(3) The Corporation will redeem at least ten (10) of the preferred shares during each calendar year commencing in 1998 before paying dividends on any of the common shares during each such calendar year. This paragraph will not prohibit the payment of dividends on preferred shares as provided in Subsection B above.

(4) The Corporation will endeavor to redeem at least twenty-five percent (25%) of the total authorized preferred shares during each calendar year commencing in 1998, subject to limitations imposed by law and good business practices. Subject to the provisions of Paragraphs (1), (2) and (3) above, the Corporation shall have the right to redeem all or any portion of the preferred shares at such times and in such amounts as determined by the Board of Directors.

E. Notice of any proposed redemption shall be mailed by the Corporation to each holder of record of shares to be redeemed as of the record date established in accordance with the Bylaws. Such Notice shall be addressed to the holders at the address as appearing on the books of the Corporation. The Notice shall be mailed not earlier than sixty (60) days nor later than ten (10) days before the date fixed for redemption. The Notice shall set forth: (1) the series of shares or part of any series of shares to be redeemed; (2) the date fixed for redemption; (3) the redemption price; and (4) the place at which the shareholders may obtain payment of the redemption price on surrender of their certificates. Dividends on redeemed shares cease to accrue on the date of redemption if the Corporation deposits a sum sufficient for redemption with a bank or trust company in the State of Florida and gives the bank or trust company irrevocable instructions to make payment to the holders of the redeemed shares. The deposit shall constitute full payment for the shares to their holders, and from and after the date of the deposit, the shares shall no longer be outstanding, and the holders shall cease to be shareholders with respect to the redeemed shares. Thereafter, they shall have no shareholder rights, except the right to receive from the bank or trust company the redemption price of the shares without interest. All shares of any series of preferred shares purchased or redeemed voluntarily by the Corporation shall constitute authorized but unissued shares of the same class but undesignated as to series.

F. In the event of a merger or reorganization of the Corporation, or reclassification of the shares of the Corporation, or sale or conveyance of all or substantially all of the assets of the Corporation to another corporation, each preferred share shall be convertible into the number of shares or other securities or property equal to the amount of shares or property to which the preferred shareholders would have been entitled immediately prior to such corporate actions.

Section 5. Dividends. The Board of Directors may declare dividends out of any funds legally available therefor, and such dividends shall be made equally, share for share, to all outstanding shares, preferred and common, subject to the limitations set forth in Subsection D above.

Section 6. Shareholder's Agreement. The transfer of stock issued by the Corporation, regardless of class, is restricted. Further, the Corporation has the option to purchase issued shares upon the occurrence of certain events. The restrictions on transfer and purchase rights are set forth in a separate agreement between the shareholders and the Corporation as provided in Section 607.0627, Florida Statutes (1995).

ARTICLE VI - BOARD OF DIRECTORS

Section 3. Directors shall be elected by the holders of Class B Common Stock; provided, however, the holders of First Series Class C Preferred Stock will have the right to elect one (1) Director so long as any shares of such stock remain outstanding. Directors will hold office as provided in the Bylaws.

ARTICLE VIII - AMENDMENTS

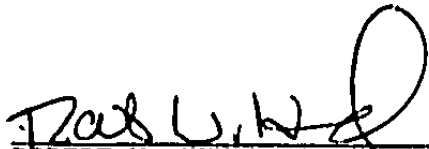
These Articles of Incorporation may be amended by the affirmative vote of those holding a majority of the Class B Common Stock issued and outstanding; provided, however, Article II, Article IV, Sections 3 and 5 of Article V, and this Article VIII shall not be amended except by the affirmative vote of those holding a majority of the issued and outstanding shares of the Corporation, without regard to class, and further provided that Section 4 of Article V shall not be amended except by the affirmative vote of a majority of each series of the issued and outstanding preferred shares of the Corporation.

3. The Amendment to Article V provides for a reclassification of Shares which are unissued as of the date of these Articles of Amendment.

4. All of the Amendments set forth in Paragraph 2 above were adopted on March 14, 1997.

5. The Amendments set forth in Paragraph 2 above were approved by a majority of the Shareholders. The number of votes cast for the Amendment was sufficient for approval by the Shareholders.

The foregoing is hereby certified by the undersigned this 14th day of MARCH, 1997.


ROBERT W. HENDRICKSON, III
Secretary

RWH CORP ALLIANCE ART OF AMENDMENT TO ART OF INCORP