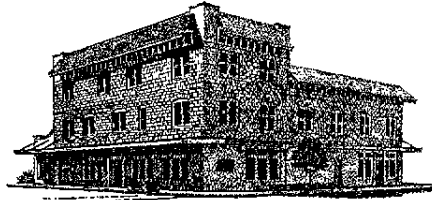


HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

ATTORNEYS AT LAW  
1206 Manatee Avenue West  
Bradenton, Florida 34205-7504  
(941) 746-1167

LARRY R. CHULOCK  
ANNE SHEFFLER DOUGLASS  
GEORGE H. HARRISON  
G. JOSEPH HARRISON  
THOMAS W. HARRISON  
ROBERT W. HENDRICKSON, III  
W. NELON KIRKLAND



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

Fax: (941) 746-9229

Direct Fax #: (941) 747-0583

October 29, 1998

P96000067412

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

000002677740--9  
-11/02/98--01073--003  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Re: Alliance Title of America, Inc.

Dear Sir or Madam:

Enclosed please find two (2) originals of the Articles of Amendment to Articles of Incorporation of Alliance Title of America, Inc. together with my firm's check in the amount of \$43.75 to cover the cost of filing the Articles of Amendment and returning a certified copy. If the enclosed meet with your approval, it will be greatly appreciated if you would file the Articles of Amendment and return a certified copy to the undersigned.

Should you have any questions regarding the enclosed, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

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

*Bob H*  
Robert W. Hendrickson, III

*Amend  
11-9-98  
BWS*

Name Availability
Document Examiner
Updater
Updater RW:kes Verityer Enclosur
Acknowledgement
W. P. Verifier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV -5 PM 12:02

FILED

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

ALLIANCE TITLE OF AMERICA, INC.

**APPROVED**  
INSURANCE COMMISSIONER  
AND TREASURER

OCT 22 1998

By *Joe Pugh*  
Legal Division

Pursuant to Section 607.1006, Florida Statutes (1997), 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; VOTING RIGHTS; REDEMPTION;  
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 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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 NOV -5 PM 12:02

FILED

(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. 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.

C. All of the preferred shares shall be redeemable by the Corporation at a fixed redemption price per share calculated in accordance with the following formula: \$11,400.00 plus a premium of \$100.00 for each full month between the date the share was subscribed and the date the share is redeemed, less all dividends paid on the share between the date the share was subscribed and the date the share is redeemed. 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, 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 eighteen (18) months 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 outstanding shares during each such calendar year.

(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.

D. 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.

E. 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 4.C. above.

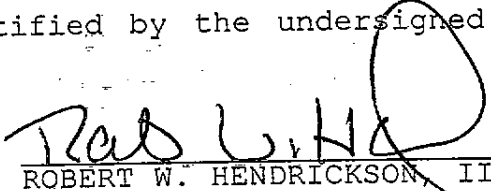
Section 6. Shareholder's Agreement. The transfer of stock issued by the Corporation, regardless of class, is restricted. Further, the Corporation has the option to purchase issued shares

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).

3. All of the Amendments set forth in Paragraph 2 above were adopted on August 18, 1998.

4. The Amendments set forth in Paragraph 2 above were approved by the holders of a majority of the outstanding Class B Common Stock, the holders of all of the outstanding Class C, Series One, Preferred Stock, and the holders of all of the outstanding Class C, Series Two, Preferred Stock. The number of votes cast for the Amendment by each Class and Series of Stock was sufficient for approval by each Class and Series of Shareholders.

The foregoing is hereby certified by the undersigned this 29 day of October, 1998.

  
ROBERT W. HENDRICKSON, III  
Secretary