

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/10
 TIME CK No.
 BY

WALK-IN
 Will Pick Up

8:30

10/10

AB

10/10

RE: Certified Mail Company, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**ACTION IN WRITING BY THE DIRECTORS
OF CERTIFIED TITLE COMPANY, Inc.,**

Pursuant to the authority granted by the laws of the State of Florida, the undersigned, being all the Directors of CERTIFIED TITLE COMPANY, Inc., (The "Corporation") do hereby take the following action without a meeting and unanimously consent to the action so taken which shall have the same force and effect as a unanimous vote of the Directors at a meeting called, noticed and conducted for the purposes of taking such actions.

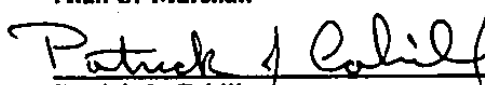
RESOLVED:

That the Officers of the Corporation or any of them be, and they hereby are, authorized and directed to file or cause to be filed the appropriate forms with the Internal Revenue Service relative to the election by the Shareholders of the Corporation as an "Electing Small Business Corporation" pursuant to Section 1362(a) of the Internal Revenue Code, which will qualify the Corporation as a so-called "S" Corporation.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation, have hereunto set their hands as of this October, 30th, 1996.


Peter A. Napolitano


Alan S. Marshall


Patrick J. Cahill

ARTICLES OF INCORPORATION
OF
CERTIFIED TITLE COMPANY, Inc.,

FILED
96 OCT 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation is CERTIFIED TITLE COMPANY, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation is at 7613 Little Road, New Port Richey, in Pasco County, State of Florida.

ARTICLE III. DURATION.

The Corporation shall have perpetual existence.

ARTICLE IV. PURPOSES.

The purpose for which this Corporation is organized is to engage in any and all lawful business.

ARTICLE V. POWERS.

The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of the state of Florida where this Corporation is formed. In addition, the Corporation shall have the following specific powers:

(A) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(B) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(C) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares or other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(D) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation;

(E) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes.

ARTICLE VI. CAPITAL STOCK

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is three hundred (300). The par value of each share of stock is one (\$1.00) dollar.

Section 2. Pre-emptive rights. Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII. COMMENCEMENT OF BUSINESS.

The minimum amount of capital with which the Corporation will commence business is five hundred (\$500.00) dollars.

ARTICLE VIII. BOARD OF DIRECTORS.

This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

<u>Name</u>	<u>Address</u>
Peter A. Napolitano	7617 Little Road New Port Richey, FL 34654
Alan S. Marshall	7617 Little Road New Port Richey, FL 34654
Patrick J. Cahill	8501 State Road 54 New Port Richey, Florida 34653

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as Incorporator is:


Peter A. Napolitano	7617 Little Road New Port Richey, FL 34654
Alan S. Marshall	7617 Little Road New Port Richey, FL 34654
Patrick J. Cahill	8501 State Road 54 New Port Richey, Florida 34653

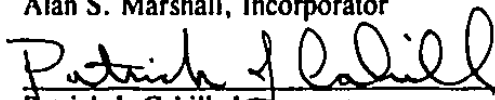
ARTICLE XI. INTERESTED DIRECTORS.

No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because they participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval of or ratification by the stockholders.

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 31st day of October, 1996.


Peter A. Napolitano, Incorporator


Alan S. Marshall, Incorporator

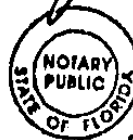

Patrick J. Cahill, Incorporator

STATE OF Florida

COUNTY OF Pasco

BEFORE ME, a Notary Public, personally appeared Alan S. Marshall, Peter A. Napolitano, Patrick Cahill all to me known as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on October 3rd, 1996.

Linda J. Colucci



LINDA J. COLUCCI
My Comm Exp. 12/06/96
Bonded By Service Ins
No. CC244493
11000 LA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CERTIFIED TITLE COMPANY, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 7613 Little Road, New Port Richey, in Pasco County, State of Florida has named ALAN S. MARSHALL, Esq., located at 7617 Little Road, New Port Richey, County of Pasco, 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-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


ALAN S. MARSHALL, Esq.
Registered Agent

FILED
96 OCT 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA