

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-1771
904-222-0393 FAX

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 109273 7116778

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 131.25

ORDER DATE : October 4, 1996

ORDER TIME : 9:09 AM

ORDER NO. : 109273

CUSTOMER NO: 7116778

CUSTOMER: Gregory Band, Esq
TRANSWORLD TITLE

702 Sarasota Quay

Sarasota, FL 34236

400001965334
-10/04/96--01058--023
***131.25 ***131.25

DOMESTIC FILING

NAME: *MERGER CORP.*
TRANSWORLD ~~TITLE-ABSTRACT~~
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

502-672
W96--21068

FILED
96 OCT-4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT -4 AM 11:26
DIVISION OF CORPORATION
10-15-96
KE



□ 702 Sarasota Quay
Sarasota, Florida 34236
(941) 955-5884 • (941) 365-1365 Fax

□ 1101 S. Tamiami Trail, Suite 202
Venice, Florida 34285
(941) 486-8485 • (941) 485-7480 Fax

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Transworld Title Abstract Corp.

Dear Sir or Madam:

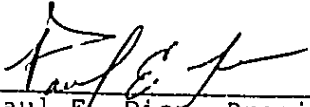
Enclosed please find original and duplicate of Articles of Incorporation for the referenced Corporation, together with a check in the amount of \$131.75 to cover the following:

Filing of the Articles	\$35.00
Certified Copy of the Articles	\$52.50
Registered Agent	\$35.00
Certificate of Good Standing	\$8.75

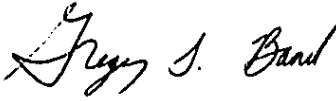
Pursuant to my discussion with the office of the Secretary of State, please be advised that this corporation is being incorporated by the shareholder of a New York corporation that has rights to this name. His signature as the Incorporator of the new corporation should be sufficient approval for the use of the name, although I have included his signature below as President of Transworld Title to indicate his approval of same. The purpose of this incorporation is to merge the New York corporation into this Florida corporation pursuant to the merger laws of both Florida and New York.

We would appreciate your returning to us the certified copy
of the Articles of Incorporation via the CIS COURIER.

Consent For Use of Name Transworld Title Abstract Corp.


Paul E. Dion, President
Transworld Title Abstract
Corp., a New York Corp.

Very Truly Yours,


Gregory S. Band, Esq.
For Transworld Title



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 4, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TRANSWORLD TITLE ABSTRACT CORP.
Ref. Number: W96000021068

RESUBMIT
Please give original
submission date as file date.

We have received your document for TRANSWORLD TITLE ABSTRACT CORP. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00045517

RECEIVED
96 OCT 15 PM 12:29
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
TRANSWORLD MERGER CORP.

95 OCT -4 PM 1:20
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

TRANSWORLD MERGER CORP.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of this Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of Stock of this Corporation shall consist of only one class. The number of shares of Stock that this Corporation is authorized to have outstanding at any one time is: 1000 shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

702 Sarasota Quay
Sarasota, FL 34236

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 702 Sarasota Quay, Sarasota, FL 34236 and the registered agent at such office is Paul E. Dion.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of Directors may be modified from time to time by by-laws adopted by the Shareholders. The names and street addresses of the members of the first Board of Directors are:

Paul E. Dion	702 Sarasota Quay Sarasota, FL 34236
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Gerald Blackie	702 Sarasota Quay Sarasota, FL 34236
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ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the Stock entitled to vote

thereon.

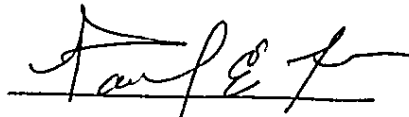
ARTICLE IX - INCORPORATORS

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

Paul E. Dion

702 Sarasota Quay
Sarasota, FL 34236

The undersigned executed these Articles of Incorporation this 11th day of October 1996 .



Paul E. Dion

"INCORPORATOR"

FILED
96 OCT -4 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent to accept service of process for TRANSWORLD MERGER CORP. at the registered office designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

10/11/96
Date


Paul E. Dion

P96000085029

ARTICLES OF MERGER
Merger Sheet

MERGING:

TRANSWORLD TITLE ABSTRACT CORP., a New York corporation,
F95000001111

INTO

TRANSWORLD MERGER CORP. which changed its name to
TRANSWORLD TITLE ABSTRACT CORP., a Florida corporation,
P96000085029

File date: November 14, 1996, effective November 15, 1996

Corporate Specialist: Darlene Connell

Account number: 072100000032

Account charged: 122.50

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0111

800-342-8086

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100100032

REFERENCE : 153088 7116778

AUTHORIZATION : *Patricia Pijuta*

COST LIMIT : \$ 122.50

ORDER DATE : November 13, 1996

ORDER TIME : 12:42 PM

ORDER NO. : 153088-005

CUSTOMER NO: 7116778

CUSTOMER: Gregory Band, Esq
Transworld Title
702 Sarasota Quay

Sarasota, FL 34236

700002005207--5

EFFECTIVE DATE
11-15-96

FILED
96 NOV 14 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

TRANSWORLD TITLE ABSTRACT
CORP.

INTO

TRANSWORLD MERGER CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

11-22-96
DC

DC
Merger
w/ Name Change

RECEIVED
96 NOV 14 PM 1:55
OFFICE OF COMMISSIONER



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 15, 1996

CSC NETWORKS
LORI DUNLAP
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TRANSWORLD MERGER CORP.
Ref. Number: P96000085029

We have received your document for TRANSWORLD MERGER CORP. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The survivors' new name after filing the merger shall read: TRANSWORLD TITLE ABSTRACT CORP. Please correct page 3 (5. NAME) of the AGREEMENT AND PLAN OF REORGANIZATION AND MERGER accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 996A00052266

*Lori, reviewed
This was reviewed
by the Section Administrator,
and we decided that
the paragraph in question
needs to be re-worded.
It does not make sense as
it is now. If they still have questions
have them call Susan Payne
at the above number.
Thanks*

ARTICLES OF MERGER
OF
TRANSWORLD TITLE ABSTRACT CORP.,
a New York corporation

into
TRANSWORLD MERGER CORP.,
a Florida corporation

(Pursuant to the provisions of Chapter 607
of the Florida Business Corporation Act)

FILED

96 NOV 14 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
11-15-96

The undersigned, being the President and Secretary of TRANSWORLD MERGER CORP., a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as "First Party"), and TRANSWORLD TITLE ABSTRACT CORP., a corporation organized and existing under the laws of the State of New York (hereinafter referred to as "Second Party"), hereby certify that:

1. Special meetings of the Shareholders and Boards of Directors of said Corporations were held on October 15, 1996 after proper notice, for the purpose of adopting an Agreement and Plan of Reorganization and Merger as between First Party and Second Party with First Party being the surviving corporation.

2. The name of the surviving corporation is TRANSWORLD MERGER CORP., a Florida corporation, and it is to be governed by the laws of the State of Florida although said name will be changing pursuant to paragraph 6 below.

3. First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 4, 1996.

4. Second Party is a corporation organized and existing under the laws of the State of New York, having been incorporated on September 10, 1991.

5. The laws of the State of Florida permit such a merger.

6. There are no changes in the Articles of Incorporation of the surviving corporation except that that Article I relating to the name of the corporation is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"ARTICLE I - NAME

The name of this corporation is: TRANSWORLD TITLE ABSTRACT CORP."

and that said Articles shall continue in full force and effect until the same shall be altered or amended.

7. The Agreement and Plan of Reorganization and Merger is a true and correct copy and was adopted and approved by the Board of Directors and by the holders of all of the capital stock entitled to vote of First Party in the manner prescribed by the laws of the State of Florida, and was adopted and approved by the Board of Directors and Shareholders of Second Party in the manner prescribed by the laws of the State of New York.

8. First Party has 1000 Shares of Common Stock authorized and 66 and 2/3 Shares of stock issued. Second Party has 200 Shares of stock authorized and 66 and 2/3 shares of common stock issued.

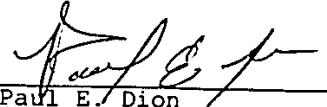
All of said issued shares are entitled to vote, and all of the shares entitled to vote, voted for the Agreement and Plan of Reorganization and Merger.

9. Each shareholder of First Party whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. No other shares shall be issued. All rights and respects to the stock of Second Party shall be canceled on the effective date of the merger, and the certificates representing said shares shall be surrendered and canceled.

10. The effective date of the merger shall be November 15, 1996.


IN WITNESS WHEREOF the corporate parties hereto have caused these Articles of Merger to be executed by the duly authorized officers this 12th day of November, 1996.

ATTEST:

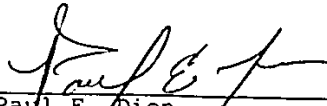

Paul E. Dion
Secretary

By:

TRANSWORLD MERGER
CORP., a Florida
corporation

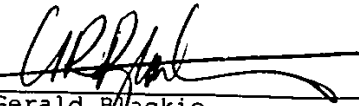

Gerald Blackie
President

ATTEST:


Paul E. Dion
Secretary

By:

TRANSWORLD TITLE ABSTRACT
CORP., a New York
corporation


Gerald Blackie
President

AGREEMENT AND PLAN OF REORGANIZATION AND MERGER

THIS AGREEMENT effective the 15th day of November 1996, by and between TRANSWORLD MERGER CORP., a Florida corporation, hereinafter referred to as "First Party", and TRANSWORLD TITLE ABSTRACT CORP., a New York corporation, hereinafter referred to as "Second Party".

WITNESSETH:

WHEREAS, the First Party is a corporation organized and existing under the laws of the State of Florida, having been incorporated on October 4, 1996; and

WHEREAS, the Second Party is a corporation organized and existing under the laws of the State of New York, having been incorporated on September 10, 1991; and

WHEREAS, the First Party has authorized capital stock consisting of 1000 shares of Common Stock, par value \$1.00 per share, of which 66 and 2/3 shares are issued and outstanding; and

WHEREAS, the Second Party has authorized capital stock consisting of 200 shares of Common Stock, par value \$.01.00 per share, of which 66 and 2/3 shares are issued and outstanding; and

WHEREAS, the principal office of the First Party is located at 702 Sarasota Quay, Sarasota, Florida 34236, and Paul E. Dion is the agent in charge thereof upon whom process against the First Party may be served within the State of Florida; and

WHEREAS, the principal office of the Second Party is located at 1407 Route 9, Clifton Park, New York, NY 12065 and Joanne Halpin is the agent in charge thereof upon whom process against the Second Party may be served within the State of New York; and

WHEREAS, the Boards of Directors of the First Party and of the Second Party, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Second Party merge with the First Party under the terms and conditions hereinafter set forth, such merger to be effected pursuant to the laws of the State of Florida.

Now, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto, as follows:

1. PLAN OF REORGANIZATION. This Agreement constitutes a Plan of Reorganization to be carried out in the manner, on the terms, and subject to the conditions herein set forth and is intended to qualify as a reorganization within the meaning of Internal Revenue Code Section 368(a)(1)(A).

2. MERGER. The Second Party shall be and it hereby is merged into the First Party and the First Party shall be the surviving corporation.

3. EFFECTIVE DATE. The effective date of the merger shall be November 15, 1996.

4. SURVIVING CORPORATION. The First Party shall be the surviving corporation, and shall continue to be governed by the laws of the State of Florida. The separate existence of the Second Party shall cease upon the effective date of the Merger, and the existence of First Party shall continue unaffected and unimpaired by the Merger, with all rights, privileges, immunities and powers intact and subject to all the duties, obligations and liabilities of a Florida corporation organized under the laws of the State of Florida.

5. NAME. The name of the First Party, the surviving corporation, is TRANSWORLD MERGER CORP., a Florida Corporation although said name will be changed pursuant to paragraph 7 below. The address of the principal place of business shall be 702 Sarasota Quay, Sarasota, Florida 34236, and the agent upon whom process may be served at that address shall be Paul E. Dion.

6. OUTSTANDING STOCK. Each common share of First Party on the effective date of the Merger shall remain the same and each shareholder shall hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger. No other shares shall be issued or converted. All rights and respects of the Shareholders of Second Party in the common stock of Second Party shall be canceled forthwith on the effective date of Merger, and the certificates representing such shares shall be surrendered and canceled.

7. CERTIFICATE OF INCORPORATION. The Articles of Incorporation of First Party shall be the Articles of Incorporation of the Surviving Corporation except that Article I relating to the name of the corporation is hereby amended and changed so as to read as follows at the effective time and date of the merger:

"ARTICLE I - NAME

The name of this corporation is: TRANSWORLD TITLE ABSTRACT CORP."

and that said Articles shall continue in full force and effect until the same shall be altered or amended.

8. BYLAWS. The Bylaws of the First Party at the effective date of the Merger shall be the Bylaws of the Surviving Corporation, until the same shall be altered or amended.

9. DIRECTORS. The directors of First Party in office on the effective date of the Merger shall continue in office and shall constitute the directors of First Party until such time as their respective successors shall be elected and qualified.

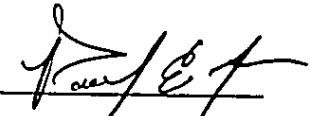
10. OFFICERS. The officers of First Party in office on the effective date of the Merger shall continue in office and shall constitute the officers of First Party until such time as their respective successors shall be elected and qualified.

11. SERVICE OF PROCESS. Joanne Halpin, at the address of 1407 Route 9, Clifton Park, N.Y. 12065 is hereby designated the agent of Second Party upon whom process against it may be served.

12. ABANDONMENT. Anything contained herein to the contrary notwithstanding, this Agreement may be abandoned by either party hereto if the merger fails to obtain the necessary approval as required by the general corporate laws of the State of Florida.

IN WITNESS WHEREOF the corporate parties hereto have caused this Agreement to be executed by the duly authorized officers the day and year first above written and the parties affirm that the statements herein are true under penalty of perjury.

ATTEST:

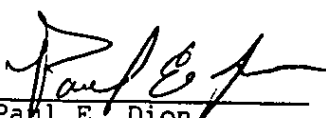

Paul E. Dion
Secretary

TRANSWORLD MERGER
CORP., a Florida corporation

By:



Gerald Blackie
President

ATTEST:


Paul E. Dion
Secretary

TRANSWORLD TITLE ABSTRACT
CORP., a New York Corporation

By:


Gerald Blackie
President