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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 145749 80887A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 6, 1996

ORDER TIME : 10:31 AM

ORDER NO. : 145749-005

CUSTOMER NO: 80887A

7000001997967--6
-11/06/96-01067--006
****122.50 ****122.50

CUSTOMER: Ms. Amy Caple
FREDERICK C. KRAMER, ESQ

Suite 201
950 North Collier Boulevard
Marco Island, FL 34145

DOMESTIC FILING

NAME: FIFTH AVENUE TITLE COMPANY

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: Dmc 11/6/96

U.S. PATENT & TRADE
MARK OFFICE
TALLAHASSEE, FLORIDA

FILED

96 NOV - 6 PM 3:43



RECEIVED OCT 23 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1996

FREDERICK C. KRAMER, ESQ.
950 N. COLLIER BLVD.
SUITE 201
MARCO ISLAND, FL 34145

The name FIFTH AVENUE TITLE COMPANY has been reserved for 120 days beginning October 21, 1996. The reservation number is R96000005026 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 396A00048336

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation.

ARTICLES OF INCORPORATION
OF
FIFTH AVENUE TITLE COMPANY

96 NOV-6 PM 3:43
TALLAHASSEE, FLORIDA
FILED
STATE OF FLORIDA

I. NAME

The name of the corporation is: FIFTH AVENUE TITLE COMPANY

II. NATURE OF BUSINESS

The corporation may engage in any activity of business permitted by law.

III. PRINCIPAL OFFICE

The principal office of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

IV. MAILING ADDRESS

The mailing address of the corporation is:

950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

V. SHARES

The number of shares that the corporation is authorized to issue is ONE THOUSAND (1,000) shares. The shares shall be of single class and shall have a par value of one dollar (\$1.00) per share.

VI. RIGHT OF FIRST REFUSAL ON TRANSFER OF SHARES

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at a price to

be agreed upon between the offeror and the corporation. If the parties cannot agree as to the value of the shares, each party shall select an arbitrator and two arbitrators so selected shall elect a referee. A majority vote of the three shall determine the value. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of 30 days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the personal representative of the shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend; "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

VII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 950 North Collier Boulevard, Suite 201, Marco Island, Florida 34145, and the name of its initial registered agent at such address is: Frederick C. Kramer.

VIII. INCORPORATOR

The name and address of the incorporator is:

Frederick C. Kramer
950 North Collier Boulevard
Suite 201
Marco Island, Florida 34145

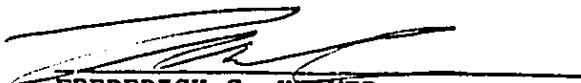
IX. MANAGEMENT OF THE CORPORATION

The corporation shall not have a board of directors. Rather, all of the powers and duties conferred and imposed upon a board of directors by the Act shall be exercised and performed by the shareholders.

X. INDEMNIFICATION

The corporation shall indemnify any present or former officer, employee, or agent, of the corporation in the manner set out and provided for in the Act.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 5 day of November, 1996.



FREDERICK C. KRAMER
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

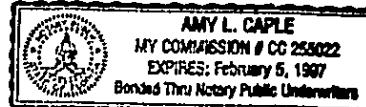
Before me personally appeared FREDERICK C. KRAMER to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 5th day of November, 1996.



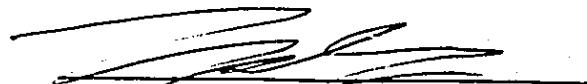
AMY L. CAPLE
NOTARY PUBLIC
Print Name: AMY L. CAPLE
State of Florida at Large

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation. Further, I acknowledge that I am familiar with and accept the obligations of that position.



FREDERICK C. KRAMER