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Certified Legal Assistant

February 12, 1997

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*****70.00 *****70.00

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Julia
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Return to
REIU ASAP

Re: PORCHER HOLDINGS, INC. - Articles of Incorporation/Fund
No. 15094

Dear Julia:

Please find enclosed Articles of Incorporation for PORCHER HOLDINGS, INC., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by U.S. Mail. This must be filed upon receipt.

Please find enclosed our client's check in the amount of \$80.00 for filing and processing this incorporation filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,


Mariano Garcia

Enclosures

RECEIVED
FILED STATE
DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
FEB 13 1997
PM 3:23

D. BROWN FEB 13 1997

ARTICLES OF INCORPORATION
OF
PORCHER HOLDINGS, INC.
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 3:23

Article I

Name

The name of the corporation is PORCHER HOLDINGS, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address and the principal place of business of this corporation is 259 Russlyn Drive, West Palm Beach, Florida 33405. The initial registered office of the corporation shall be 259 Russlyn Drive, West Palm Beach, Florida 33405 and the name of the initial registered agent of this corporation at the address is Randall T. Porcher, Esquire.

Article VI

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Randall T. Porcher	259 Russlyn Drive, West Palm Beach, FL 33405
Barbara Porcher	259 Russlyn Drive, West Palm Beach, FL 33405

Article VII

Officers

The following individuals be and are elected by the directors to the offices set forth opposite their names, to serve until their successors are duly elected, qualified and seated:

<u>Name</u>	<u>Office</u>
Randall T. Porcher	President/Secretary/Director
Barbara Porcher	Vice President/Treasurer/ Director

Article VIII

Incorporators

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Randall T. Porcher	259 Russlyn Drive West Palm Beach, FL 33405

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

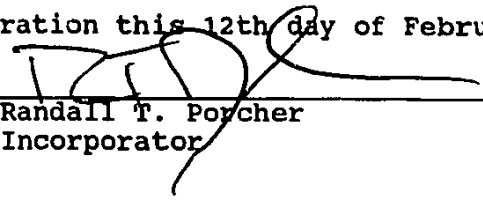
The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when the corporation shall commence shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of February, 1997.



Randall T. Porcher
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Randall T. Porcher, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of February, 1997.



NOTARY PUBLIC

Printed Name of Notary: OLIVIA M. KENDRICK

Commission No.: 00488662

Commission Expiration: 8/15/99

(NOTARIAL SEAL)



OLIVIA M KENDRICK
My Commission CC488660
Expires Aug. 15, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 3:23

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PORCHER HOLDINGS, INC.

2. The name and address of the registered agent and office is:

Randall T. Porcher

(NAME)

259 Russlyn Drive

(STREET ADDRESS)

West Palm Beach, Florida 33405

(CITY/STATE/ZIP)

By: 

Randall T. Porcher

TITLE Incorporator

DATE February 12, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Randall T. Porcher

DATE February 12, 1997