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West Palm Beach, FL 33402-4888

Olivia M. Kendrick
Certified Legal Assistant

February 20, 1997

VIA FEDERAL EXPRESS

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

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-02/21/97--01096--001
*****70.00 *****70.00

Re: **FEDERATED CAPITAL CORPORATION**, a Florida corporation - Articles of
Incorporation/Fund No. 15094

Dear Julia:

Please find enclosed Articles of Incorporation for **FEDERATED CAPITAL CORPORATION**,
a Florida corporation. Please file these upon receipt and return by courier.

Please find enclosed firm check in amount of \$70.00 for filing fees through the state and bill us
for your fees for 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,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

FEB 21

EFFECTIVE DATE
2-20-97

FILED
97 FEB 21 PM 2:12
OFFICE OF THE CLERK
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FEDERATED CAPITAL CORPORATION**

Article I

Name

The name of the corporation is **FEDERATED CAPITAL CORPORATION.**

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 of the initial registered office of this corporation is 500 South Australian Avenue, Clearlake Plaza - Suite 800, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Drennen L. Whitmire, Jr. The mailing address of this corporation is P. O. Box 886, Palm Beach, FL 33480.

FILED
97 FEB 21 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
2-20-97

Article VI

Initial Board of Directors

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is:

Name

Address

Howard D. Talks

P. O. Box 886
Palm Beach, FL 33480

Article VII

Incorporators

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

Name

Address

Howard D. Talks

P. O. Box 886
Palm Beach, FL 33480

Article VIII

Powers

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

Article IX

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 X

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 XI

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 XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be February 20, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of February, 1997.



HOWARD D. TALKS, Incorporator

STATE OF FLORIDA

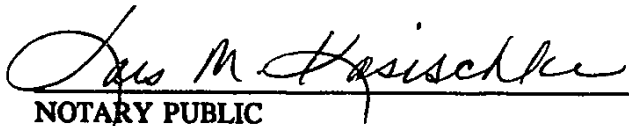
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 20th day of February, 1997, by HOWARD D. TALKS, who is personally known to me or who presented a Florida drivers license and who did not take an oath.



Lois M. Kasischke
My Commission CC803100
Expires December 27, 2000

(NOTARIAL SEAL)



NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.050, 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: FEDERATED CAPITAL CORPORATION
2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr.
(NAME)

500 South Australian Avenue, Clearlake Plaza - Suite 800
(STREET ADDRESS)

West Palm Beach, FL 33401
(CITY/STATE/ZIP)

Howard D. Talks
HOWARD D. TALKS
TITLE Incorporator

DATE February 20, 1997

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RECEIVED
TALLAHASSEE, FLORIDA

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.

Drennen L. Whitmire, Jr.
DATE FEBRUARY 20, 1997

dltw@hallarticles.inc