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FORTAIN AND KARYO, P.A.
370 Camino Gardens Boulevard
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Boca Raton, Florida 33432

Telephone: (561) 368-0111

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March 21, 1997

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: Old Southern Title Company, Inc.

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-03/24/97--01037--010
****122.50 ****122.50

Dear Sir:

Enclosed please find two (2) executed Articles of Incorporation together with our check in the amount of \$122.50. Please file the Articles and forward this office a certified copy in the envelope provided.

Should you have any questions, please contact the undersigned.

Very truly yours,

Robin Williams
ROBIN WILLIAMS
Legal Assistant

Rw/mmi
Enc.

Dmc
3/27/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAR 24 AM 10:36

FILED

EFFECTIVE DATE

3-20-97

FILED

97 MAR 24 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
OLD SOUTHERN TITLE COMPANY, INC.

EFFECTIVE DATE

3-20-97

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is OLD SOUTHERN TITLE COMPANY, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE III
PURPOSES

The corporation may engage in all lawful business permitted under the laws of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 500 shares of Common Shares of One (\$1.00) Dollar par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
BOARD OF DIRECTORS

1. The By-laws may provide for the increase or decrease in the number of Directors from time to time, provided that the number of directors shall never be less than one (1).

2. The corporation shall initially have two (2) Directors. The name and address of the initial Directors are as follows:

NAME	ADDRESS
JAMES M. FORTAIN	1720 Wa-kee-na Drive Miami, Florida 33133
MAXIMILIEN R. KARYO	370 Camino Gardens Boulevard, Suite 206 Boca Raton, florida 33432

ARTICLE VI
INCORPORATORS

The name and address of the Incorporators of these Articles of Incorporation are as follows: JAMES M. FORTAIN, 1720 Wa-kee-na Drive, Miami, Florida 33133, and MAXIMILIEN R. KARYO, 370 Camino Gardens Boulevard, Suite 206, Boca Raton, Florida 33432.

ARTICLE VII
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by applicable statute or authorized by the Board of Directors or by resolution of the stockholders. The initial office of the corporation shall be located at 370 Camino Gardens Boulevard, Suite 206, Boca Raton, Florida 33432.

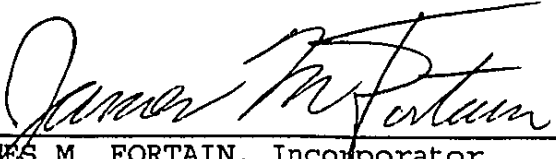
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may perscribe a method or methods for replacement of lost certificates, and may perscribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the fullest extenet provided by law. This corporation may provide such indemification, or a portion thereof, through the purchase of insurance.

5. These Articles of Incorporation may be altered or amended by resolution of the Board of Directors and presented to and approved by, or by resolution by, the holders of a majority of the outstanding Common Stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Boca Raton, Palm Beach County, Florida, for the uses and purposes aforesaid this 20th day of March, 1997.



JAMES M. FORTAIN, Incorporator


MAXIMILIEN R. KARYO, Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared JAMES M. FORTAIN and MAXIMILIEN R. KARYO, who are to me well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation, and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein expressed. Further, they produced Florida Driver Licenses as identification and did not take an oath.

IN WITNESSES WHEREOF, I have hereunto set my hand and affixed my official seal, at Boca Raton, Palm Beach County, Florida, this 20th day of March, 1997.


NOTARY PUBLIC
State of Florida at Large
My commission expires:



Notary Public, State of Florida
ROBIN A. WILLIAMS
My Comm. Exp. May 24, 1997.
Comm. No. CC 234872

FILED

97 MAR 24 AM 10:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 607, Florida Statute, the following is submitted in compliance with said act:

OLD SOUTHERN 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 the City of Boca Raton, County of Palm Beach, State of Florida has named JAMES M. FORTAIN, located at 1720 Wa-kee-na Drive, Miami, Florida 33133 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Chapter 607 of the Florida Statutes.

By:


JAMES M. FORTAIN, Registered Agent