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310 WEST MRST STREET PAO BOX 1620 STUART FL 34995 ROBERT A. BURSON, P.A.

TEL (561) 286-1616 FAX (561) 286-5257

ROBERT A. BURSON BOARD CERTIFED REAL ESTATE LAW

April 11, 1997

Attorneys' Title Insurance Fund, Inc. 660 East Jefferson Street

Suite 200

Tallahassee, Florida 32301

Teturn 10 Flu Aster

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Re:

Articles of Incorporation for Poverty Enterprises, Inc.

Dear Barbara:

Enclosed please find the original Articles of Incorporation, one copy for certification and Designation of Agent along with a check in the amount of \$122.50 with reference to the above described corporation.

Also enclosed is a check in the amount of ten (\$10.00) dollars for your fee to hand deliver the above documents to the Secretary of State Corporate Records Bureau and obtain the certification. This letter will also serve as my authorization for the Corporate Records Bureau to process the application and return the certification to Attorneys' Title Insurance Fund, Inc.

If you should have any questions, please feel free to give me a call.

Sincerely yours,

ROBERT A BURSON, P.A.

Robert A. Burson

RAB/mal Enclosures Express Mail

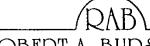
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ROBERT A. BURSON, P.A.

TEL (561) 286-1616 FAX (561) 286-5257

ROBERT A. BURSON BOARD CERTIFED HEAL ESTATE LAW

April 11, 1997

Secretary of State Corporate Records Bureau Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re:

Articles of Incorporation for Poverty Enterprises Inc.

Gentlemen:

Enclosed please find the original Articles of Incorporation, one copy for certification and Designation of Agent for the above corporation. A check in the amount of \$122.50 is also enclosed for the following expenses:

Filing Fees \$ 35.00

Certified Copy \$ 52.50

Registered Agent

Designation \$35.00

TOTAL \$122.50

I give authorization for you to process the Articles of Incorporation and return the certification to Attorneys' Title Insurance Fund, Inc.

Thank you for your assistance, and if you have any questions, please do not hesitate to contact me.

Sincerely yours,

ROBERT A. BURSON, P.A.

Robert A. Burson

RAB\mai enclosures

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ARTICLES OF INCORPORATION OF POVERTY ENTERPRISES INC.

The undersigned, acting as sole Incorporator of a corporation under the Fiorida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST:

The name of the corporation is POVERTY ENTERPRISES INC.

SECOND:

The period of its duration is perpetual.

THIRD:

The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH:

The corporation shall have authority to issue TEN THOUSAND (10,000) SHARES, all of one Class, One Dollar (\$1.00) par value.

FIFTH:

The street address of the principal office and the mailing address of the corporation is 1763 N.W. Spruce Ridge Drive, Stuart, Florida 34994.

SIXTH:

The street address of its initial registered office is 1763 N.W. Spruce Ridge Drive, Stuart, Florida 34994 and the name of its initial registered agent at said address is Charles A. Vaughn.

SEVENTH:

The number of Directors constituting its initial Board of Directors is two (2) whose names and addresses are as follows:

Charles A. Vaughn

1763 N.W. Spruce Ridge Drive

Joan M. Vaughn

1763 N.W. Spruce Ridge Drive

1

Stuart, Florida 34994

Stuart, Florida 34994

EIGHTH:

The name and address of the incorporator is as follows:

Charles A. Vaughn

1763 N.W. Spruce Ridge Drive

Stuart, Florida 34994

NINTH:

Preemptive Rights

- A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited cash, other property, services, the acquisition of other corporations, shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
- B. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

- C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the share-holders of the corporation.
- D. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

TENTH: The date of commencement of the corporate existence of this corporation shall be the date of the subscription and acknowledgement as set forth below.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Stuart, Florida, on the __//_ day of April, 1997.

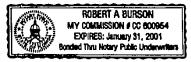
CHARLES A. VAUGHN

STATE OF FLORIDA COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this ______ day of April, 1997, by CHARLES A. VAUGHN.

(Signature of Notary Public - State of Florida)

(Exactly as commissioned)



(Print, type, or stamp commissioned name of Notary Public)
(Exactly as commissioned)
Personally known or produced identification
Type of identification produced

ROBERT A. BURSON

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

In compliance with Sections 48.091 and 607.0501 Florida Statutes, the following is submitted:

That POVERTY ENTERPRISES INC. desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at 1763 N.W. Spruce Ridge Drive, Stuart, Florida 34994 has named CHARLES A. VAUGHN as its agent to accept service of process within Florida.

CHARLES A. VAUGHN

Title: INCORPORATOR

Date: April __//, 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 acknowledge that I am familiar with, and accept, the provisions of that position.

CHARLES A. VAUGHN

Date: April // , 1997

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