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April 25, 1997

VIA FEDERAL EXPRESS

Mr. John T. Lajoie
First American Title
2807 Remington Green Circle
Tallahassee, Florida 32308

RECEIVED

APR 28 1997

Tallahassee Legal Dept.

Re: **First American Affiliates, Inc.**

Dear John:

In connection with the above-referenced corporate formation, enclosed are the following documents:

1. Articles of Incorporation. Please have Michael Conway sign and date where indicated on pages 2 and 3.
2. Bylaws. Please have Steve Bolles date and sign on page 21 where indicated as Secretary of the corporation.
3. Written Action of Board of Directors in Lieu of First and Organizational Meeting. Please have Michael Conway sign and date where indicated on page 2.
4. Form SS-4 Application for Employer Identification Number. Please complete form, sign and date and forward to the Internal Revenue Service in the enclosed pre-addressed envelope.

Please make a check payable to the Florida Department of State in the amount of **\$122.50**, representing the filing fee of \$35.00, the registered agent designation of \$35.00, and the certified copy \$52.50. Enclose the filing fees with the Articles of Incorporation and file them with the Secretary of State of the State of Florida, 409 E. Gaines Street, Tallahassee, Florida 32399. You will receive a certified copy of the Articles of Incorporation within a week of filing the documents. Upon receipt from the Secretary of State, please forward same to our office so we can insert the Certified Articles of Incorporation in the corporate book.

Very truly yours,

Kyle L. White

Kyle L. White
Legal Assistant to
Bradford D. West

KLW/er
Enclosures
020100/52945/324794

Call when Ready

215 NORTH EOLA DRIVE • POST OFFICE BOX 2809 • ORLANDO, FLORIDA 32802
TELEPHONE 407-843-4600 • FAX 407-423-4495

A MEMBER OF COMMERCIAL LAW AFFILIATES, A WORLDWIDE ORGANIZATION OF INDEPENDENT LAW FIRMS

422-1340
Lee Ann

ARTICLES OF INCORPORATION
OF
FIRST AMERICAN AFFILIATES, INC.

FILED
97 MAY - 1 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FIRST AMERICAN AFFILIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 2807 Remington Green Circle, Tallahassee, Florida 32308.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2807 Remington Green Circle, Tallahassee, Florida 32308 and the name of the initial registered agent of this corporation at that address is John LaJoie.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is as follows:

Michael Conway

c/o First American Title Insurance Company
2807 Remington Green Circle
Tallahassee, Florida 32308.

ARTICLE VI - INCORPORATOR

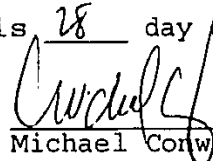
The name and address of the person signing these Articles are as follows:

Michael Conway c/o First American Title Insurance Company
2807 Remington Green Circle
Tallahassee, Florida 32308

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

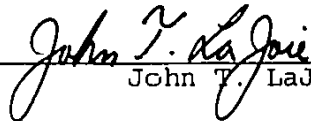
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of April, 1997.



Michael Conway, Incorporator

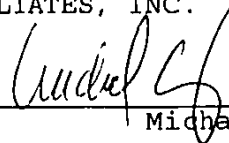
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of FIRST AMERICAN AFFILIATES, INC.


John T. LaJoie

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of FIRST AMERICAN AFFILIATES, INC.


Michael Conway

FILED
97 MAY -1 PM 3:29
SEC. STATE
TALLAHASSEE FLORIDA