

Law Office
P97000041278

MILLER & WOODS, P.A.

1400 Centrepark Boulevard, Suite 860
West Palm Beach, Florida 33401

Telephone: 561-687-8100

Facsimile: 561-687-8103

JAMES F. MILLER
REGINALD G. STAMBAUGH
LES C. SHIELDS
THOMAS K. PIERCE*

Of Counsel

EUGENE E. SHUEY, P.A.
Board Certified Real Estate Attorney

* Of Counsel

200002152812--8
-04/23/97--01115--016
****122.50 ****122.50

April 22, 1997

Florida Department of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

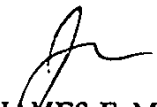
Pfemick
RE: AMERICA'S TITLE COMPANY

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the stamped copy to my attention at your earliest convenience. Payment in the amount of \$122.50 representing the filing fees is also enclosed.

Should you have any questions, please call my office at the above number.

Sincerely yours,


JAMES F. MILLER
JFM:npv

Enclosures

Dmc 5/8/97

FILED
97 MAY -8 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Law Offices

MILLER & WOODS, P.A.

1400 Centrepark Boulevard, Suite 860
West Palm Beach, Florida 33401

Telephone: 561-687-8100
Facsimile: 561-687-8103

JAMES F. MILLER
REGINALD G. STAMBAUGH
LES C. SHIELDS
THOMAS K. PIERCE*

Of Counsel

EUGENE L. SHUEY, P.A.
Board Certified Real Estate Attorney

* Of Counsel

May 7, 1997

Ms. Doris McDuffy
Department of State - Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Via Federal Express

Re: America's Premier Title Company
Our File: 3257-97

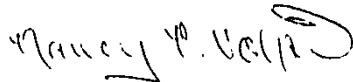
Dear Ms. McDuffy:

Pursuant to our recent conversation, enclosed please find the original and one copy of the Articles of Incorporation for America's Premier Title Company, to replace the Articles submitted for America's Title Company. Please file the original and return the stamped copy to my attention at your earliest convenience. You are holding our check in the amount of \$122.50 representing the filing fees.

For your reference, I have enclosed a copy of the letter received from Doug Dickinson, which in accordance with our conversation, was in error.

Thank you for your assistance in this matter. If you should have any questions please do not hesitate to contact me.

Sincerely yours,



Nancy P. Volpi
Paralegal to James F. Miller

Enclosures

FAFILES\3257\STATE.LTR

W97-9656

FILED

ARTICLES OF INCORPORATION

97 MAY -8 PM 4:02

OF

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

AMERICA'S PREMIER TITLE COMPANY

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this corporation is AMERICA'S PREMIER TITLE COMPANY

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1711 Worthington

Road, Suite 202, West Palm Beach, FL 33409, and the name of the initial registered agent of this corporation at that address is James F. Miller.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the initial board of directors of this corporation are:

James F. Miller 1711 Worthington Road, Suite 202, West Palm Beach, FL 33409

Thomas K. Pierce 1711 Worthington Road, Suite 202, West Palm Beach, FL 33409

Enrique P. Suarez 12568 North Kendall Drive, Miami, FL 33186

ARTICLE VIII - INCORPORATORS

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

James F. Miller 1711 Worthington Road, Suite 202, West Palm Beach, FL 33409

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 7th day of May, 1997.


James F. Miller

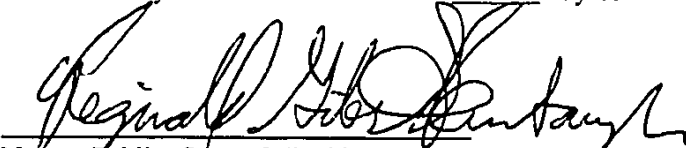
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me an officer duly authorized in the State
aforesaid and in the County aforesaid to take acknowledgments, appeared JAMES F. MILLER to
me known to be the person(s) identified herein [personally known by me] or [who produced as
identification in the form of _____] and who executed the foregoing
instrument and he acknowledged before me that he executed the same and who [did] [did not] take
an oath.

WITNESS my hand and official seal in the County and State aforesaid this 7th day of
May, 1997.



REGINALD GILES STAMBAUGH
My Commission CC325778
Expires Oct. 24, 1997
Bonded by HAI
800-422-1555


Notary Public, State of Florida at Large
My Commission Expires: 10/24/97

Type or Print Notary Name: Reginald Giles Stambaugh

[Notary Seal]

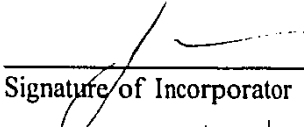
STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
97 MAY -8 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

AMERICA'S PREMIER TITLE COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1711 WORTHINGTON ROAD, SUITE 202, WEST PALM BEACH, FL 33409, HAS NAMED JAMES F. MILLER AS REGISTERED AGENT, LOCATED AT 1711 WORTHINGTON ROAD, SUITE 202, WEST PALM BEACH, FL 33409, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

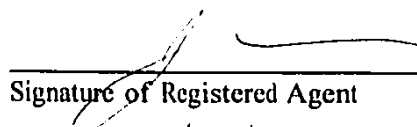


Signature of Incorporator

Dated: 5/07/97

ACCEPTANCE

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



Signature of Registered Agent

Dated: 5/07/97