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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FAS-T CORP. AGENTS, INC.
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NAME: INTER-STATE TITLE INSURANCE CORP.
AUDIT NUMBER.....H97000017242
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ARTICLES OF AMENDMENT
OF

INTER-STATE TITLE INSURANCE CORP.

We, the undersigned stockholders and directors of INTER-STATE TITLE INSURANCE CORP., a corporation organized under the laws of the State of Florida hereby certify as follows:

ARTICLE I

The name of the corporation is:

INTER-STATE TITLE INSURANCE CORP.

ARTICLE II

The Articles Of Incorporation are hereby amended by the following resolution adopted both by the Board of Directors and the Shareholders:


IT IS RESOLVED AS FOLLOWS:

The Articles of Incorporation shall be amended to add MERCEDES E. HERNANDEZ as President, Secretary, Treasurer and Director and to remove RAUL D. CABRERA as President, Secretary Treasurer and Director effective October 1, 1997.

The foregoing resolution was adopted by the Board of Directors and the Shareholders at a Special Joint meeting held on October 1, 1997 and was approved by the majority of of the Corporation's shareholders. Such majority is sufficient for approval.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Amendment this 1st day of October, 1997.

The Corporate address is 951 S.W. 42 Avenue, Suite 202, Miami, Florida 33134.


MERCEDES E. HERNANDEZ
President, Director and
Shareholder

Prepared by: Raul D. Cabrera, Esq.
4201 S.W. 11 Street
Miami, Florida 33134
Fla. Bar No. 869090
(305)444-6902

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STATE OF FLORIDA)

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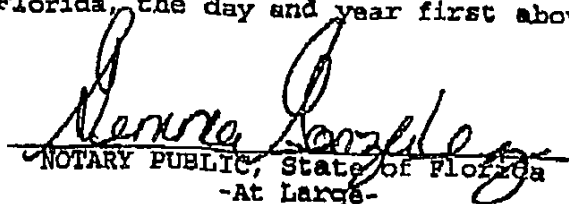
COUNTY OF DADE)

I HEREBY CERTIFY that on the 1st day of October, 1997, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments,

MERCEDES E. HERNANDEZ

to me well known and known to me to be the person(s) who executed the foregoing ARTICLES OF AMENDMENT and who acknowledged that it was signed and executed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida, the day and year first above written.


NOTARY PUBLIC, State of Florida
-At Large-

My Commission Expires:



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