

797000055251

LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

SEAFOAM VILLAGE
SUITE 110
2800 PLACIDA ROAD
ENGLEWOOD, FLORIDA 34224

(941) 697-8383

Fax (941) 697-8515

June 18, 1997

Return to
714 ASAP

Attorneys' Title Insurance Fund, Inc.
660 E. Jefferson, Suite 200
Tallahassee, FL 32301

Re: Coda Associates, Inc.

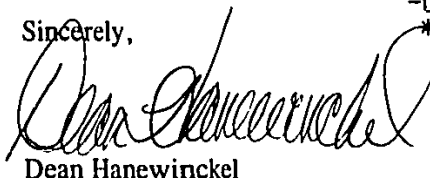
Ladies/Gentlemen:

Enclosed you will find duplicate originals of the Articles of Incorporation for the above-referenced corporation, together with check from our clients for \$122.50 payable to the Florida Department of State:

You are hereby authorized to file the Articles and obtain a certified copy on behalf of this office. Please forward same to me at your early convenience. Our check for \$10.00 payable to ATIF is also enclosed in payment of your fees for this service.

Thank you for your assistance in this matter.

Sincerely,


Dean Hanewinkel

200002220842--3
-06/24/97--01003--019
****122.50 ****122.50

DH:rf

Enclosures

K.R. JUN 24 1997

LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

SEAFOAM VILLAGE
SUITE 110
2800 PLACIDA ROAD
ENGLEWOOD, FLORIDA 34224

(941) 697-8383

June 18, 1997

FAX (941) 697-8515

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Coda Associates, Inc.

Dear Sir/Madam:

Please accept this as your authority to release the certified copy of Articles of Incorporation for the above-referenced corporation to Attorneys' Title Insurance Fund, Inc.

Sincerely,

A handwritten signature in dark ink, appearing to read 'Dean Hanewinckel', written in a cursive style.

Dean Hanewinckel

DH:rf

ARTICLES OF INCORPORATION
OF
CODA ASSOCIATES, INC.

FILED
97 JUN 24 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being of full age, do hereby subscribe for the purposes of forming and organizing a corporation for profit under the Corporation Laws of the State of Florida, and hereby adopt and declare the following Articles of Incorporation covering the existence and organization of this corporation:

ARTICLE I

The name of the corporation shall be Coda Associates, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation shall be limited to one thousand (1,000) shares of common stock of the par value of \$1.00 per share, and each share of common stock shall entitle the holder thereof to one vote at any stockholders' meeting and said common stock shall otherwise fully participate in all stockholders' meetings and in the assets of the corporation, and shall be fully paid and non-assessable. Said shares shall be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the corporation or its Board of Directors.

Subject to the provisions of the Corporation Laws of the State of Florida, the directors may enter into contracts with the holders of the common stock of the corporation for the purchase of

any number of shares of such common stock held by such stockholders on such terms and conditions as may be agreed upon, provided that no such purchase or redemption of such common stock shall be made in any manner that will reduce the aggregate amount of the assets of the corporation, at a fair and just valuation, below an amount sufficient to equal the value of all remaining outstanding stock of the corporation plus all other liabilities of the corporation, and provided further that no such purchase of shares shall operate as a reduction of the number of shares which this corporation is authorized to have outstanding, and that all shares of stock so purchased shall be held in the treasury of the corporation subject to reissue for a sufficient consideration on the order of the Board of Directors.

ARTICLE IV

This corporation shall commence corporate existence on the date of this filing of these Articles with the Department of State and thereafter have perpetual existence, unless sooner dissolved by law.

ARTICLE V

The street address and mailing address of the corporation is 1230 Jefferson Drive, Englewood, Florida 34224, the name of the initial registered agent is Gwen L. Bowditch and the street address of the initial registered office of the corporation is 1230 Jefferson Drive, Englewood, Florida 34224.

ARTICLE VI

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director,

officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors subject to the approval of a majority of stockholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf

of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be director, officer, employee, or agent, and shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE VII

This corporation shall have two directors initially. The number of directors may be either

increased or diminished from time to time by the Bylaws. The names and addresses of the initial directors of this corporation are:

F. Lewis Bowditch, 1230 Jefferson Drive, Englewood, Florida 34224
Gwen L. Bowditch, 1230 Jefferson Drive, Englewood, Florida 34224

ARTICLE VIII

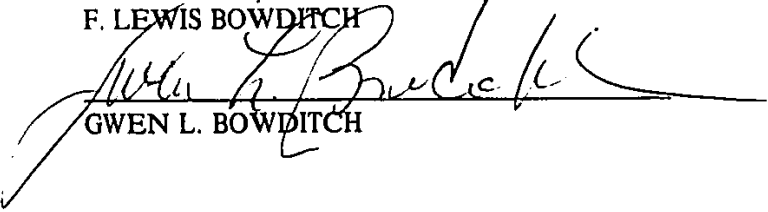
The names and post office address of the incorporators signing these articles are: F. Lewis Bowditch and Gwen L. Bowditch, 1230 Jefferson Drive, Englewood, Florida 34224.

ARTICLE IX

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of June, 1997.

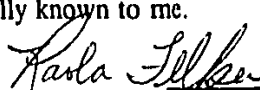

F. LEWIS BOWDITCH


GWEN L. BOWDITCH

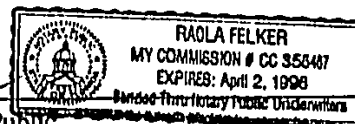
STATE OF FLORIDA

COUNTY OF CHARLOTTE

The foregoing instrument was subscribed before me this 18th day of June, 1997, by F. LEWIS BOWDITCH and GWEN L. BOWDITCH, the initial subscribers of the above-named corporation, who are personally known to me.



Notary Public

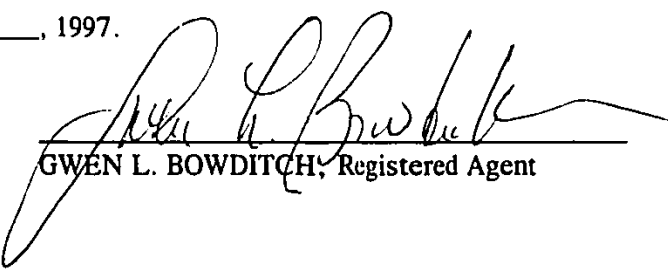


To: The Department of State
Tallahassee, Florida 32314

CERTIFICATE DESIGNATING REGISTERED AGENT

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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of the position of registered agent.

Dated: June 18, 1997.


GWEN L. BOWDITCH, Registered Agent

FILED
97 JUN 24 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA