

WILLIAM G. NOE, JR.
ATTORNEY AND COUNSELOR AT LAW
599 ATLANTIC BOULEVARD
SUITE 6
ATLANTIC BEACH, FLORIDA 32233

TELEPHONE 904/249-7841

July 23, 1997

P 97000065202

FILED
97 JUL 25 AM 10:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

800002248268--3
-07/25/97--01104--003
****122.50 ****122.50

RE: HARTLE REALTY TITLE INSURANCE AGENCY, INC.

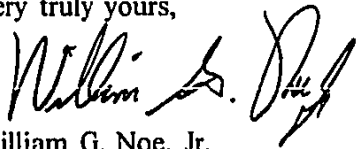
Dear Sirs:

I am enclosing herewith an original and one copy of the Articles of Incorporation of HARTLE REALTY TITLE INSURANCE AGENCY, INC. I am also enclosing herewith my check in the amount of \$122.50 for the following fees:

Filing fee	\$35.00
Certified Copy	52.50
Registered Agent	<u>35.00</u>
TOTAL	\$122.50

Please return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Very truly yours,



William G. Noe, Jr.
WGN/sb

Enclosures

F. 01-1220837 JUL 29 1997.

CERTIFICATE OF INCORPORATION
OF
HARTLE REALTY TITLE INSURANCE AGENCY, INC.

FILED
97 JUL 25 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, HEREBY ASSOCIATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE: **HARTLE REALTY TITLE INSURANCE AGENCY, INC.**

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS AS FOLLOWS:

TO DO ALL THINGS WHICH ARE AUTHORIZED TO BE DONE BY CORPORATIONS ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE III

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS TWO HUNDRED SHARES (200), DIVIDED INTO TWO CLASSES. THE DESIGNATION OF EACH CLASS, THE NUMBER OF SHARES OF EACH CLASS, AND THE PAR VALUE, IF ANY, OF THE SHARES OF EACH CLASS ARE DESCRIBED BELOW.

ALL OF SAID STOCK SHALL BE PAYABLE IN CASH, PROPERTY,

LABOR OR SERVICES AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OF INCORPORATORS, AT A MEETING CALLED FOR THAT PURPOSE.

CLASS	NUMBER OF SHARES	PAR VALUE
COMMON	100	TEN CENTS
PREFERRED	100	TEN CENTS

ARTICLE IV

THE PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS OF STOCK ARE AS FOLLOWS:

(A) COMMON STOCK SHALL BE VOTING STOCK.

(B) PREFERRED STOCK SHALL BE NON-VOTING STOCK.

(C) NO DIVIDEND PAYABLE IN CASH OR PROPERTY OTHER THAN COMMON STOCK OR PREFERRED STOCK SHALL BE DECLARED ON EITHER CLASS UNLESS A DIVIDEND IS CONCURRENTLY DECLARED ON THE OTHER, AND IN EVERY INSTANCE THE AMOUNT OF THE DIVIDEND DECLARED ON EACH PREFERRED SHARE SHALL BE TWICE THE AMOUNT DECLARED ON EACH COMMON SHARE.

(D) NO DIVIDEND PAYABLE IN COMMON STOCK OR PREFERRED STOCK SHALL BE DECLARED ON THE SHARES OF THE OTHER CLASS, AND NO DIVIDEND PAYABLE IN SHARES OF EITHER CLASS SHALL BE DECLARED ON THE SHARES OF SUCH CLASS UNLESS A DIVIDEND PAYABLE IN THE SHARES OF THE OTHER CLASS IS CONCURRENTLY DECLARED ON THE SHARES OF SUCH OTHER CLASS AT THE SAME RATE PER SHARE; AND NO READJUSTMENT OF THE SHARES OF EITHER CLASS INTO A DIFFERENT NUMBER OF SHARES OF SUCH

CLASS SHALL BE MADE UNLESS A PROPORTIONATE READJUSTMENT IS CONCURRENTLY MADE IN THE NUMBER OF SHARES OF THE OTHER CLASS.

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 1156 EXECUTIVE COVE DRIVE, FRUITCOVE, FLORIDA 32259, AND THE MAILING ADDRESS SHALL BE THE SAME.

ARTICLE VII

THE NUMBER OF DIRECTORS OF THIS CORPORATION SHALL BE NOT LESS THAN ONE NOR MORE THAN FIVE.

ARTICLE VIII

THE NAMES AND STREET ADDRESSES OF THE FIRST BOARD OF DIRECTORS WHO, SUBJECT TO THE PROVISIONS OF THIS CERTIFICATE OF INCORPORATION, THE BY-LAWS AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, ARE AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
MARK Q. HARTLE	1156 EXECUTIVE COVE DRIVE FRUITCOVE, FLORIDA 32259

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE OFFICERS OF THIS CORPORATION, WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE

CORPORATION'S EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND
HAVE QUALIFIED, ARE AS FOLLOW:

<u>NAME</u>	<u>ADDRESS</u>
MARK Q. HARTLE PRESIDENT, SECRETARY AND TREASURER	1156 EXECUTIVE COVE DRIVE FRUITCOVE, FLORIDA 32259

ARTICLE X

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER TO THIS
CERTIFICATE OF INCORPORATION IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE XI

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF
THIS CORPORATION AND OF THE REGISTERED OFFICE IS:

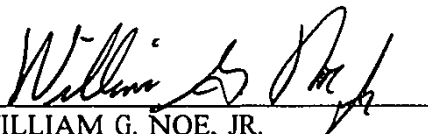
<u>NAME</u>	<u>ADDRESS</u>
WILLIAM G. NOE, JR.	599 ATLANTIC BOULEVARD, SUITE 6 ATLANTIC BEACH, FLORIDA 32233

ARTICLE XII

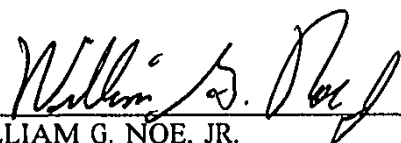
THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY
A PRESIDENT, ONE OR MORE VICE-PRESIDENTS, A SECRETARY AND A
TREASURER, AND SUCH ASSISTANTS AS THE BOARD OF DIRECTORS MAY FROM
TIME TO TIME PROVIDE FOR, AND ANY PERSON MAY HOLD TWO OR MORE OF
SUCH OFFICES. WHEN STOCKHOLDERS WHO HOLD A MAJORITY OF THE STOCK
SHALL BE PRESENT AT A MEETING OF THIS CORPORATION, HOWEVER CALLED

OR NOTIFIED, AND SHALL SIGN A WRITTEN CONSENT THERETO ON THE RECORD OF THE MEETING, THE ACTS OF SUCH MEETING SHALL BE AS VALID AS IF LEGALLY CALLED AND NOTIFIED. THIS CORPORATION MAY PRESCRIBE AND MAKE SUCH OTHER PROVISIONS BY PROPER BY-LAWS AS THE CORPORATION MAY DESIRE FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND ANY PROVISION CREATING, DIVIDING, LIMITING, AND REGULATING THE POWERS OF THE CORPORATION, THE DIRECTORS AND STOCKHOLDERS, INCLUDING PROVISIONS GOVERNING THE ISSUANCE OF STOCK CERTIFICATES TO REPLACE LOST OR DESTROYED STOCK CERTIFICATES; PROVIDED SUCH PROVISIONS ARE NOT CONTRARY TO THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE SUBSCRIBER AND INCORPORATOR HAS
HEREUNTO SET HIS HAND AND SEAL THIS 23RD. DAY OF JULY, 1997.


WILLIAM G. NOE, JR.
REGISTERED AGENT AND
SUBSCRIBER

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF HARTLE REALTY TITLE INSURANCE AGENCY, INC.


WILLIAM G. NOE, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME THIS DAY PERSONALLY APPEARED WILLIAM G. NOE, JR., TO ME WELL KNOWN AND KNOWN TO ME TO BE THE PERSON NAMED AS

REGISTERED AGENT AND INCORPORATOR WHO SUBSCRIBED HIS NAME TO THE FOREGOING CERTIFICATE OF INCORPORATION OF HARTLE REALTY TITLE INSURANCE AGENCY, INC., AND WHO ACKNOWLEDGED TO AND BEFORE ME THAT HE SUBSCRIBED HIS NAME TO SAID CERTIFICATE OF INCORPORATION AS THE REGISTERED AGENT AND INCORPORATOR TO THE STOCK OF SAID CORPORATION, FREELY AND VOLUNTARILY FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT ATLANTIC BEACH, FLORIDA, DUVAL COUNTY, FLORIDA, THIS 23RD. DAY OF JULY, 1997.

Debra A. Tomlin

NOTARY PUBLIC

PRINTED NAME: _____

MY COMMISSION EXPIRES: _____



Debra A. Tomlin
MY COMMISSION # CC623437 EXPIRES
February 19, 2001
BONDED THRU TRY FAIN INSURANCE, INC.

FILED
97 JUL 25 AM 10:20
TALLAHASSEE, FLORIDA