

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARRY PETERSON, SR. 1891-1971
MICHAEL W. CREWS 1941-1991

PHILIP ALLEN
JACK BRANDON
BEACHA BROOKS, JR.
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
JACOB C. DYKHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MASSEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611
(941) 683-8942
FAX 676-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6511
(941) 676-6934
FAX 682-8031

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608

141 5TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 364-3360
FAX 368-8498

FILED
AUG -2 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE REPLY TO:
Winter Haven

August 27, 1997

Return To
P/U ASAP

VIA FEDERAL EXPRESS

Ms. Dorothy Sloan
ATTORNEYS' TITLE INSURANCE FUND, INC.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE: ICE USA CORPORATION

Dear Ms. Sloan:

Enclosed for filing with the Florida Department of State on Thursday, August 27, 1997, please find the following documents:

1. Articles of Incorporation of ICE USA CORPORATION (original and one copy).
2. Certificate Designating Registered Agent and Officer.

I am also enclosing this firm's check in the amount of \$122.50 made payable to the Florida Department of State covering the following costs:

Filing fee for Articles of Incorporation	\$ 35.00
Filing fee for Registered Agent Certificate	35.00
Certified copy of Articles	<u>52.50</u>

TOTAL

AUG 28

\$122.50

200002280612--7
-08/29/97--01001--008
****122.50 ****122.50

Ms. Dorothy Sloan

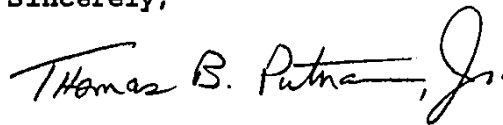
August 27, 1997

Page Two

Also, after the documents have been filed, please call me with confirmation of the filing and have the extra copy of the Articles certified by the Secretary of State and returned to me.

If you have any questions, please give me a call. Thanks for your help.

Sincerely,

A handwritten signature in cursive script that reads "Thomas B. Putnam, Jr." The signature is written in dark ink and is positioned above the printed name.

Thomas B. Putnam, Jr.

TBP/jh

Enclosures

ARTICLES OF INCORPORATION

OF

ICE USA CORPORATION

ARTICLE I. - Name

The name of the corporation is ICE USA CORPORATION. The address of the principal office of this corporation shall be 1007 Bayhill Drive, S.E., Winter Haven, Florida 33884, and the mailing address shall be the same.

ARTICLE II. - Duration

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III. - Purpose

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

FILED
JUN 28 PM 4:25
STATE
FLORIDA

ARTICLE IV. - Capital Stock

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock which shall be designated "common shares".

ARTICLE V. - Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VI. - Initial Registered Office and Agent

The street and post office address of the initial registered office of this corporation is 141 5th Street, N.W., Suite 300, Winter Haven, Florida 33881, and the name of the initial registered agent of this corporation at that address is Thomas B. Putnam, Jr.

ARTICLE VII. - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

Donald Yontz
1007 Bayhill Drive, S.E.
Winter Haven, FL 33884

W. Edward Tarr, Sr.
179 Topeg Drive
Severna Park, MD 21146.

ARTICLE VIII. - Incorporator

The name and address of the person signing these Articles of Incorporation are Donald Yontz, 1007 Bayhill Drive, S.E., Winter Haven, Florida 33884.

ARTICLE IX. - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th day of August, 1997.

Signed in the presence of:

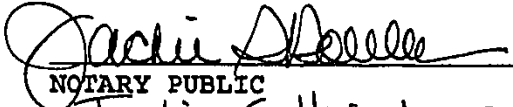
Kelly Lehman
Jackie D. Dorell
Two Witnesses

Donald Yontz
DONALD YONTZ

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 26th
day of August, 1997, by DONALD YONTZ, who is personally known to me
or produced a Florida driver's license as identification.

(SEAL)


NOTARY PUBLIC
Jackie S. Hoverkamp
Print or Type Name of Notary

My Commission Expires:



Jackie S. Hoverkamp
MY COMMISSION # CC595024 EXPIRES
November 19, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

ICEARTS.WPD

FILED
37 AUG -28 PM 4:25
TALLAHASSEE, FLORIDA

FILED

CERTIFICATE DESIGNATING REGISTERED

37 AUG - 29 PM 1995

AGENT AND OFFICE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That ICE USA CORPORATION desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 141 5th Street, N.W., Suite 300, Winter Haven, Florida 33881, has named THOMAS B. PUTNAM, JR., located at 141 5th Street, N.W., Suite 300, Winter Haven, Florida 33881, as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, THOMAS B. PUTNAM, JR., hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

Thomas B. Putnam, Jr.
THOMAS B. PUTNAM, JR.

STATE OF FLORIDA
COUNTY OF POLK

26th The foregoing instrument was acknowledged before me this day of August, 1997, by THOMAS B. PUTNAM, JR., who is personally known to me or produced a _____ as identification.

(SEAL)

Jackie S. Hoverkamp
NOTARY PUBLIC
Jackie S. Hoverkamp
Print or Type Name of Notary

My Commission Expires:

H:\HOME\JSH\CORP\ICEREG



Jackie S. Hoverkamp
MY COMMISSION # CC505024 EXPIRES
November 19, 2000
BONDED THRU THY FATH INSURANCE, INC