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† Board Certified
Tax Attorney

September 16, 1997

Attorneys Title Insurance Fund
Attn: Order Department
660 Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: Earl Benjamin & Company, Inc.
Our File Number: 0923.038
Member Number: 5004

800002297758--3
-09/19/97--01006--018
****122.50 ****122.50

Dear Sir or Madam:

Enclosed you will find an original and one (1) copy of the Articles of Incorporation for The Earl Benjamin & Company, Inc. together with our law firm's check in the sum of \$122.50 representing the filing fee due the Secretary of State. Please deliver these Articles to the Secretary of State for filing as soon as possible.

Kindly return to my attention a certified copy of said Articles of Incorporation.

If you have any questions regarding this matter, please feel free to contact me. Thank you for your assistance and cooperation.

I understand you will bill our office for your handling fee.

Very truly yours,

TREISER, KOBZA & VOLPE, CHTD.

Leslie L. Browning
Paralegal
For The Firm

Enclosures

ARTICLES OF INCORPORATION
OF
EARL BENJAMIN & COMPANY, INC.

FILED
97 SEP 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is Earl Benjamin & Company, Inc. The address of the Corporation is 467 U. S. 27 North, Lake Placid, Florida 33852.

ARTICLE II

DURATION

This Corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

SHARES

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one, class, with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

ARTICLE VI
INCORPORATOR

The name and address of the sole Incorporator is Steven R. Graydon, 467 U. S. 27 North, Lake Placid, Florida 33852.

ARTICLE VII
BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Shareholders in the manner provided in the By-Laws.

ARTICLE VIII
BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have one (1) Director initially, and the name and address of such initial Director is as follows:

Mr. Steven R. Graydon
1244 County Road 17 North
Lake Placid, Florida 33852

Mr. Justin M. Graydon
3064 Highway 8, # 3
Cleveland, MS. 38732

ARTICLE IX
CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a Director or an Officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE X

SHAREHOLDERS' PROPERTY

The private property of the Shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI

INDEMNIFICATION

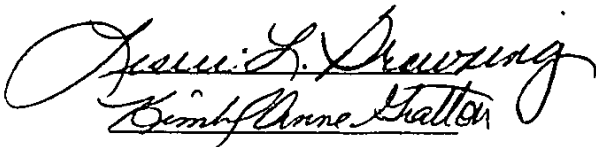
The Corporation shall indemnify and insure its Officers and Directors to the fullest extent permitted by law either now or hereafter.

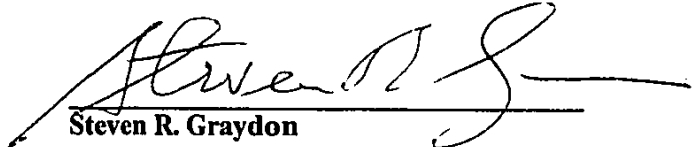
ARTICLE XII

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is Steven R. Graydon, and the address of the registered office is 467 U. S. 27 North, Lake Placid, Florida 33852.

IN WITNESS WHEREOF, the Incorporator has affixed his signature on the 16th day of September, 1997.

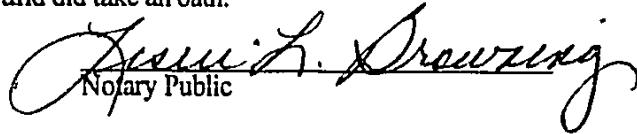

Kimbly Anne Statton


Steven R. Graydon

STATE OF FLORIDA

COUNTY OF COLLIER

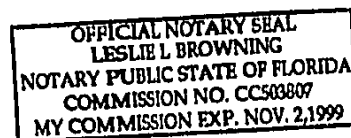
The foregoing instrument was acknowledged before me this 16th day of September, 1997 by **STEVEN R. GRAYDON**, who is personally known to me (or has produced _____ as identification) and did take an oath.


Notary Public

Typed, Printed or Stamped Name _____
Commission No: _____

My Commission Expires: _____


My Commission No. is: _____



ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 16th day of September, 1997.


Steven R. Graydon

\\Clients\Transactions\Graydon, Steven R. 923.035\Earl Benjamin & Company, Inc\Articles of Incorporation of 9-15-97

FILED
97 SEP 19 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA