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**LAW OFFICE OF
LAWRENCE J. BERNARD
ATTORNEY AT LAW**

**Real Property
Probate**

1403 Dunn Avenue
Suite 20
Jacksonville, Florida
32218
(904) 751-6980
(904) 751-6983 Fax

October 24, 1997

Secretary of State
Department of Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

Re: Articles of Incorporation for
TITLETOWN USA, INC., a Florida corporation

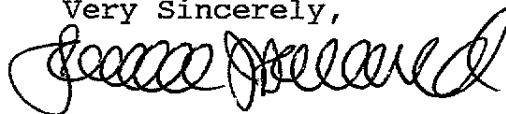
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/jlm
Enclosures
art\sec-state.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
11-6-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1997

LAW OFFICE OF LAWRENCE J. BERNARD
1403 DUNN AVENUE
SUITE 20
JACKSONVILLE, FL 32218

SUBJECT: TITLETOWN USA, INC.
Ref. Number: W97000024673

We have received your document for TITLETOWN USA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 997A00052634

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF

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TITLETOWN USA, INC.
a Florida corporation

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: TITLETOWN USA, INC., a Florida corporation. The address of the principal office of the corporation is: 1403-20 Dunn Avenue, Jacksonville, Fl 32218.

ARTICLE TWO

PURPOSE

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

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares at One

Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

The name and address of the person signing these Articles is:

Lawrence J. Bernard
1403-20 Dunn Avenue
Jacksonville, Florida 32218

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Lawrence J. Bernard	100

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation.

Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1403-20 Dunn Avenue, Jacksonville, Florida 32218, and the name of the initial registered agent of this corporation is Lawrence J. Bernard.

ARTICLE TEN

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director of this corporation is:

Lawrence J. Bernard, 1403-20 Dunn Avenue, Jacksonville, Fl 32218

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary
Treasurer

Lawrence J. Bernard
1403-20 Dunn Avenue
Jacksonville, Florida 32218

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

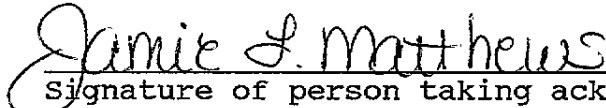
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of November, 1997.


Lawrence J. Bernard

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 4th day of November, 1997, by Lawrence J. Bernard, who has produced Florida Driver's License as identification.


Signature of person taking acknowledgment

OFFICIAL NOTARY SEAL
JAMIE L. MATTHEWS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC382751

Printed name of person taking acknowledgment

Notary Public State of Florida
Expiration Date of Commission:
Commission Number:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

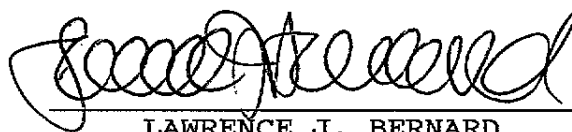
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that TITLETOWN USA, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Lawrence J. Bernard, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.



LAWRENCE J. BERNARD