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West Palm Beach, FL 33402-4888

Legal Secretary  
Orvia M. Kendrick

**P9800003388**

January 15, 1998

VIA FEDERAL EXPRESS

Corporate Information Products  
ATTORNEYS' TITLE INSURANCE FUND, INC.  
Leon Branch/Attn: Barbara  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

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-01/20/98-01002-037  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SPELLARO, INC., a Florida corporation/Fund No. 15094

Dear Barbara:

Please find enclosed Articles of Incorporation for SPELLARO, INC., a Florida corporation. Please file these documents upon receipt, there is an extra copy of the documents for stamping and return by your regular route.

Also enclosed is the firm's check in the amount of \$70.00 for filing fees. Please bill us for your fee for processing this filing.

Please call upon filing of the enclosed documentation with the document number 98-00003388. Also call if you have any problem with accomplishing the filing of these documents upon receipt.

Sincerely,

*Lois M. Kasischke*  
Lois M. Kasischke  
Legal Secretary

DLW/lmk  
Enclosures as stated

**FILED RECEIVED**  
98 JAN 16 PM 4:29  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
1/20

**ARTICLES OF INCORPORATION**  
**OF**  
**SPELLARO, INC. a Florida corporation**

Article I

Name

The name of the corporation is SPELLARO, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 500 S. Australian Avenue, West Palm Beach, Florida 33401, and the name of the initial registered agent of this

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corporation at the address is Drennen L. Whitmire, Jr. The mailing address of this Corporation is 607 Ridge Road, Lantana, FL 33462.

## Article VI

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
William F. Spellman	5600 Poinsettia Boulevard # 1208 West Palm Beach, FL 33407
Daniel A. Callaro, Jr.	607 Ridge Road Lantana, FL 33462

## Article VII

### Incorporator

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

<u>Name</u>	<u>Address</u>
Drennen L. Whitmire, Jr.	500 S. Australian Avenue, Suite 800 West Palm Beach, FL 33401

## Article VIII

### Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## Article IX

### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

## Article X

### Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XI

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

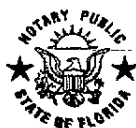
The date when corporate existence shall begin shall be upon the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of January, 1998.

  
DRENNEN L. WHITMIRE, JR., Incorporator

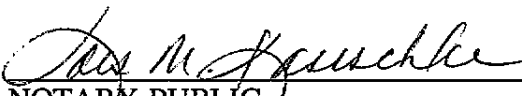
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1998 by DRENNEN L. WHITMIRE, JR. who is personally known to me and did not take an oath.



Lois M. Kasischke  
My Commission CC803100  
Expires December 27, 2000

(NOTARIAL SEAL)

  
NOTARY PUBLIC  
Printed Name of Notary: \_\_\_\_\_  
Commission No.: \_\_\_\_\_  
Commission Expiration: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: SPELLARO, INC.

2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr.

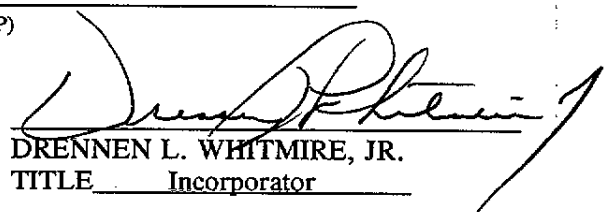
(NAME)

500 S. Australian Avenue, Suite 800

(STREET ADDRESS)

West Palm Beach, FL 33401

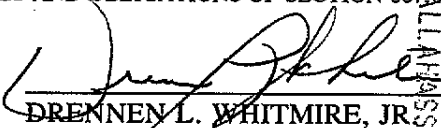
(CITY/STATE/ZIP)

  
DRENNEN L. WHITMIRE, JR.

TITLE Incorporator

DATE January 15, 1998

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 ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
DRENNEN L. WHITMIRE, JR.

DATE January 15, 1998

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98 JAN 16 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA