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FLORIDA DIVISION OF CORPORATIONS

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FAX #:

NAME: INTERNATIONAL TITLE SERVICES, INC. AUDIT NUMBER.....H98000015432 DOC
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P. 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL TITLE SERVICES, INC.**

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be **INTERNATIONAL TITLE SERVICES, INC.**

ARTICLE II

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.

C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, including bonds, debentures, or other obligations of this corporation, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.

D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidence of

Prepared by:
STEVEN M. PENA, ESQ.
LAW OFFICES OF STEVEN M. PENA, Page 1 of 5
7700 N. Kendall Dr/Suite 515/Miami, Fl. 33156
Florida Bar No: 739758 (305) 598-6666

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indebtedness, to exercise all of the rights, powers and privileges of ownership, including the right to vote according to the rights of said instruments and agreements.

E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any time is 2000 shares at \$1.00 par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall be \$2000.00.

ARTICLE V

The existence of this corporation shall be perpetual.

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ARTICLE VI

The principal office of this corporation shall be located at 7700 North Kendall Drive, Suite 515, Miami, Dade County, Florida 33156.

ARTICLE VII

The Board of Directors of this corporation shall consist of not less than one and not more than nine members.

ARTICLE VIII

The names and addresses of the first Board of Directors as well as the Incorporators who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, is as follows:

REYDEL SANTOS

7700 N. Kendall Drive, Suite 515
Miami, FL 33156

STEVEN M. PEÑA

7700 N. Kendall Drive, Suite 515
Miami, FL 33156

ARTICLE IX

The registered agent and the registered office for this corporation is:

STEVEN M. PEÑA

7700 N. Kendall Dr., Suite 515
Miami, Florida 33156

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ARTICLE X

The names and addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be:

NAME	ADDRESS	SHARES	AMOUNT
Reydel Santos	7700 N. Kendall Drive Suite 515 Miami, FL 33156	1000	\$1000
Steven M. Peña	7700 N. Kendall Drive Suite 515 Miami, FL 33156	1000	\$1000

ARTICLE XI

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

STEVEN M. PEÑA, PRESIDENT/TREASURER/DIRECTOR

REYDEL SANTOS, VICE-PRESIDENT/SECRETARY/DIRECTOR

ARTICLE XII

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or

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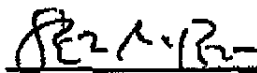
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appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



STEVEN M. PEÑA, REGISTERED AGENT

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these Articles of Incorporation.



REYDEL SANTOS, INCORPORATOR



STEVEN M. PEÑA, INCORPORATOR

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98 AUG 19 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of August, 1998.

My Commission Expires

Page 5 of 5



H98000015432