

DAVID S. REXRODE

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FILED
98 SEP -2 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000077844

August 28, 1998

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

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-09/02/98--01073--001
****122.50 ****122.50

Re: The Southern Title Agency, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation of The Southern Title Agency, Inc., plus one exact copy of the Articles for filing. Also enclosed is an original and one copy of the Certificate Designating Registered Agent and Acceptance of the Registered Agent.

I have also enclosed my check no. 1726, in the amount of \$122.50, to cover filing the Articles of Incorporation and the Designation of Registered Agent, as well as \$52.50, for a certified copy of the Articles of Incorporation.

Thank you very much for your assistance in this matter.

Sincerely,

David S. Rexrode/cd

David S. Rexrode
Signed in my absence
to avoid delay.

DSR/cd
Enclosures

Cindy GAVE
AUTHORIZATION BY PHONE TO
CORRECT *R/A inconsistent*
DATE *9-9-98*
DOC. EXAM *mm*

3471

**ARTICLES OF INCORPORATION
OF
THE SOUTHERN TITLE AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the corporation shall be THE SOUTHERN TITLE AGENCY, INC.

ARTICLE II

BUSINESS ADDRESS

The principal office of THE SOUTHERN TITLE AGENCY, INC., is at 15925
Dover Cliffe Drive, Lutz, Florida 33549.

ARTICLE III

DURATION

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

ARTICLE IV

PURPOSE AND POWERS

The general nature of the business to be transacted by this Corporation is:

- (a) To conduct business as a title agent.

(b) To engage in any type of business authorized by the laws and statutes of the State of Florida.

(c) To do all things and to have all powers conferred upon business corporations organized under the laws and statutes of the State of Florida.

(d) This corporation reserves the right to amend, alter, change or repeal any provision herein contained in the manner named, as prescribed by law, and all rights conferred upon stockholders hereunder are granted subject to this provision.

ARTICLE V

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of one hundred (100) shares of common voting stock. Such shares shall be of a single class and have a par value of One (\$1.00) Dollar per share payable in lawful money of the United States of America or in other property tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in cash or property solely out of the unreserved and unrestricted surplus of the Corporation, as provided by Florida Law.

ARTICLE VI

INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is not less than One Thousand (\$1,000.00) Dollars.

ARTICLE VII

NO PRE-EMPTIVE RIGHTS

No holder of shares of the capital stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may from time to time determine and at such price as the Board of Directors may from time to time fix. As used in this paragraph, the expression "convertible obligation" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the corporation class; and the Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligation or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine, and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE VII

DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 609 W. DeLeon St., Tampa Fl 33606, and the name of the initial registered agent of this Corporation at that address is: David S. Rextrode, Esquire

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director/officer initially. The number of directors/officers may be either increased or decreased from time to time by action in accordance with provisions of the by-laws. The name and address of the initial director/officer of this Corporation is: John E. Burkette, 15925 Dover Cliffe Drive, Lutz, FL 33549.

ARTICLE X

STOCK RESTRICTIONS

Restriction of Stock: No holder of shares of stocks of this Corporation shall sell, assign, transfer, mortgage, alienate, pledge, hypothecate, or in any manner dispose of any stock of this Corporation which he/she owns or may hereafter acquire except as follows:

(a) Sale During Lifetime: Any shareholder during his/her lifetime shall offer to sell his/her interest to the Corporation and the Corporation will purchase the shares owned by the shareholder for the price and upon the terms and conditions provided by the By-Laws of the Corporation.

In the event that this Corporation is unable to purchase all or any part of the shares of stocks owned by the selling shareholder because of the Corporation's financial condition or for any reason, the remaining shareholders may do so for the same price upon the same terms and conditions.

Each remaining shareholder may purchase such portion of the stock offered for sale as the number of his/her shares bears to the total number of shares owned by all shareholders other than those owned by the selling shareholder.

If the stock or any part of it is not purchased by the Corporation, nor the remaining shareholders, the selling shareholder may dispose of his/her stock to any other person.

(b) Purchase of Stock Upon Shareholder's Death: Upon the death of a shareholder, the legal representative within six (6) months after the death of a shareholder shall offer to sell all of the Decedent's shares to the Corporation for the price and upon the terms and conditions as provided by the By-Laws of the Corporation.

In the event the Corporation is unable to purchase all or any part of the shares owned by the selling shareholder because of the Corporation's financial condition or for any other reason, the remaining shareholders may do so for the same price and upon the same terms and conditions.

Notice of Sale of Stock: The shareholder or his/her legal representative shall offer his/her shares for sale by giving written notice by certified mail to the Corporation. The Corporation shall thereupon have six (6) months in which to make their purchase.

Endorsement on Stock Certificate: All stock certificates of this Corporation owned by shareholder shall be endorsed with the following statement: "The shares of stock

represented by this certificate are subject to the stock restriction(s) as contained in the Charter of this Corporation."

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of this Corporation is: John E. Burkette, 15925 Dover Cliffe Drive, Lutz, Florida 33549.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify, any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XIII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIV

OFFICER

The business of the corporation shall be conducted by the following officer:
President/Secretary - John E. Burkette.

IN WITNESS WHEREOF the above-named incorporators have hereunto
subscribed their names this 28 day of AUGUST, 1998.


John E. Burkette

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared John E. Burkette to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes expressed herein.

WITNESS my hand and official seal at the County and State aforesaid this 28
day of AUGUST, 1998.


NOTARY PUBLIC, State of Florida

DAVID S. Rexrode
Printed Name

Commission No.



DAVID S. REXRODE
MY COMMISSION # CC485428 EXPIRES
November 4, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

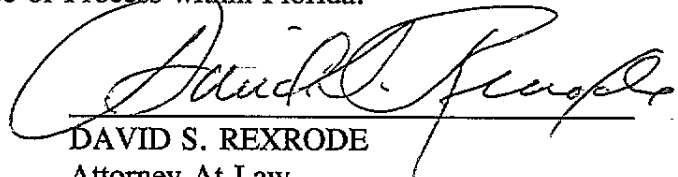
My Commission Expires

John E. Burkett is personally known to me or produced _____
as identification and did/did not take an oath.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That The Southern Title Agency, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 15925 Dover Cliffe Drive, Lutz, Florida 33549, has named David S. Rexrode, Esquire, 609 W. DeLeon Street, Tampa, Florida 33606, as its Agent to Accept Service of Process within Florida.



DAVID S. REXRODE
Attorney At Law

Dated: 8/28/98

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 further state that I am familiar with and accept the obligations of this position.



DAVID S. REXRODE
REGISTERED AGENT

Dated: 8/28/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA