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September 21, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Filing- Articles of Incorporation *ALL WORLD TITLE, INC*
~~Sunshine Incorporated.~~

FILED
98 SEP 25 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs/Madams:

Enclosed, please find article of Incorporation for the above, to be filed with the Secretary of State. Please issue Certificate of Incorporation.

Enclosed also is check # 1460 in total amount of one hundred twenty two dollars (\$122.00) to cover the filing fee.

Thank You

Sincerely,



FRANTZ OLIVIER
Registered Agent

encl.

60
9/25

**ARTICLES OF INCORPORATION
OF
ALL WORLD TITLE, INC**

The undersigned, for the purposes a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is ALL WORLD TITLE, INC. The principal place of business and mailing address shall be 777 N.E. 79TH Street, Miami, Florida 33138.

ARTICLE II

The corporation shall exist perpetually. The Corporate existence shall commence as of filing of the Articles of Incorporation.

ARTICLE III

The general purpose for which this corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The number of shares which the corporation is authorized to have outstanding at any one time is one thousand (1000), all of which shall be common shares with a par value of one dollar (\$1.00).

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI

The name and street address of the incorporators to these Articles of Incorporation is:
Frantz Olivier 777 N.E. 79TH Street, Miami, Fl. 33138

ARTICLE VII

The name and address of the initial registered agent is:
of Incorporation is:

Frantz Olivier
777 N.E. 79th Street
Miami, Fl. 33138

ARTICLE VIII

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

ARTICLE IX

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE X

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto as provided by law.

ISSUANCE OF INITIAL SHARES

a) ACKNOWLEDGMENT OF SUBSCRIPTIONS: The corporation hereby acknowledges that subscriptions were received by it and are hereby accepted by it from the person(s) in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
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Frantz Olivier	100 %	
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b) PAYMENT OF SUBSCRIPTION: The officers of the corporation are hereby authorized call for the payment of such subscriptions and issues shares evidenced by properly executed stock certificate against receipt of the subscription prices.

(c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.

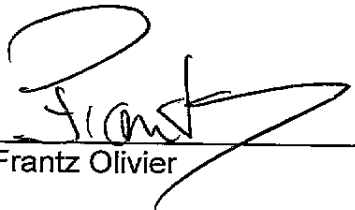
(d) ALLOCATION OF PROCEEDS: Of the consideration received by the corporation for the capital stock to be issued hereunder, one dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.

(e) DESIGNATION OF BANK DEPOSITORY: The Treasurer of the corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes orders and bills of exchange payable to or otherwise to the property of the corporation. The Board of Directors hereby adopts any resolutions required by such any bank in connection with this designation as depository, provided the President of the

corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolution, which shall thereupon be deemed to have been adopted by the Board of Directors.

Name of Directors

Date of Execution


Frantz Olivier

9/21/98

SUBCHAPTER S ELECTION RESOLUTION

RESOLVED, that the corporation elects to become a small business concern under Subchapter S of the Internal Revenue Service Center in Atlanta, Georgia and that the President of the Corporation is authorized to execute said election form, which shall be also executed by all of the Stockholders of the corporation evidencing their consent to the said election.

