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TO: DIVISION OF CORPORATIONS

FAX #: (850)487-6013

FROM: ACE INDUSTRIES. INC.
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NAME: TITLEWORKS. INC.

AUDIT NUMBER.....H98000019374

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 20, 1998

ACE INDUSTRIES, INC.

SUBJECT: TITLE WORKS, INC.
REF: W98000023684

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VII THE NAME IS NOT IDENTICAL.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000019374
Letter Number: 798A00051562

Hello Neysa,

Sorry about that. please note that
"TitleWORKS" should be one word.

Thank you.
Eric

498-19374

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TitleWorks Express, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **TitleWorks Express, Inc.**

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation are to carry on in any capacity and business or trade deemed legal in the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be at 1032 NW 133 Ct., Miami, Florida 33182. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **Titleworks Express, Inc.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation, County of Dade, has named:

Jennifer S. Rubio
1032 NW 133 Court
Miami, Florida 33182

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 provisions of said Act relative to keeping open said office.


Jennifer S. Rubio
Registered Agent

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

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the initial director who shall hold office until his or her successors are elected and have qualified is as follows:

PRESIDENT:	Michael P. Rubio 13242 NW 10th Terrace Miami, FL 33182
SECRETARY/ TREASURER	Jennifer S. Rubio 1032 NW 133 Court Miami, FL 33182

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ARTICLE IX - INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is:

Michael P. Rubio 13242 NW 10th Terrace Miami, FL 33182

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI - AMENDMENT

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing, Articles of Incorporation under the laws of the State of Florida, this 14th day of October, AD, 1998.


Michael P. Rubio

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