

P98000098139

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Lexington Title Agency,
Inc.

000002693330--9

-11/23/98--01027--023

*****78.75 *****78.75

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC I or 3 File _____

UCC II Search _____

UCC II Retrieval _____

Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:43

RECEIVED
98 NOV 28 AM 9:28

NOV 23 1998

Signature _____

Requested by: ces

Name _____

11/23
Date

8:45
Time

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF

Lexington Title Agency, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 23 AM 10:43

ARTICLE I
Name and address

The name of this corporation is Lexington Title Agency, Inc.
whose place of business is located at 10138 U.S. 19, Port Richey, FL 34668.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

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 3000 shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plan under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon sale, by the corporation for cash or any new stock of this corporation shall have the right to purchase pro-rata thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

Street address of the initial registered office of this corporation is 10138 U.S. 19, Port Richey, FL 34668, and the name of the initial registered agent of this corporation is Marlie B. Smith.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one director and/or officer initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial director and officers of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Marlie B. Smith	10138 U. S. 19 Port Richey, FL 34668	President, Secretary, Treasurer

ARTICLE VIII
Incorporators

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

<u>Name</u>	<u>Address</u>
Marlie B. Smith	10138 U.S. 19 Port Richey, FL 34668

ARTICLE IX

By-laws

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-percent (51%) of shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performance of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

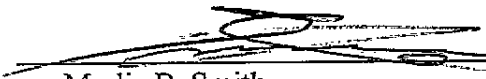
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of November, 1998.


Marlie B. Smith
Incorporator

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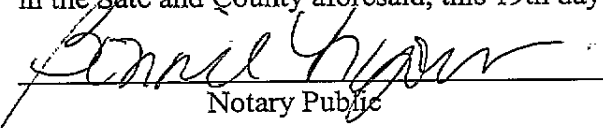
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DIVISION OF CORPORATIONS

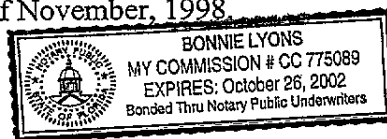
STATE OF FLORIDA

COUNTY OF PASCO

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marlie B. Smith, to me personally known and who did take and oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and he did acknowledge before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19th day of November, 1998.


Notary Public



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for Lexington Title Agency, Inc., at the place designated in the Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Marlie B. Smith