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Florida Department of State  
 Division of Corporations  
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## To:

Division of Corporations  
 Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

ALLSTATE TITLE, INC.

Certificate of Status	0
Certified Copy	1
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

February 15, 1999

EMPIRE

SUBJECT: ALLSTATE TITLE, INC.  
REF: W99000003824

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.

You failed to make the correction(s) requested in our previous letter.

ARTICLE XXIV LISTS ANNETTE CASSELLS AS THE REGISTERED AGENT HOWEVER, PATRICIA IS SIGNING?

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

Neysa Culligan  
Document Specialist

FAX And. #: H99000003702  
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ARTICLES OF INCORPORATION  
OF  
ALLSTATE TITLE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For the purpose of forming a corporation under CH.621 of the Florida General Corporation Act, it is respectfully requested of the Secretary of State the approval of such incorporation under the following Articles.

ARTICLE I

The name of this corporation shall be Allstate Title, Inc. Its principal place of business shall be in Dade and Broward County, Florida with the right to move said principal place of business and establish other places of business within or without the State of Florida as the Board of Directors may from time to time deem proper.

ARTICLE II

The specific purpose of this corporation is to engage in the Title Company business in the State of Florida, notwithstanding, any activity or business with any or all powers for any or all purposes determined convenient or necessary by the Board of Directors as permitted under the laws of the United States and the State of Florida as may be restricted under these Articles and its by-laws.

ARTICLES III

The total authorized capital stock of this corporation shall be five hundred shares of Common Stock with no par value. All of such stock shall be issued fully paid and non assessable at and for such consideration, whether the same cash, services fixed rendered, or otherwise and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

ARTICLES IV

The amount of capital with which this corporation shall begin shall be not less than five hundred dollars (500.00)

ARTICLES V

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the Corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Annette Cassels C.P.A.  
4801 S. University Dr  
Ft. Lauderdale, FL 33029  
954-252-1065

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ARTICLES X

Amendments and revisions, including alterations of any provisions, of these Articles, and the by-laws, shall be by the shareholders or by the majority vote of the shareholders voting, in the manner now or hereafter prescribed by the statutes.

ARTICLES XI

Shares of capital stock of this corporation shall be vested in the following person and in the amount set opposite their name

<u>NAME</u>	<u>NUMBER OF SHARES</u>
Patricia Cassells	500

Shares held by initial shareholder listed above may not be resold or otherwise transferred to another person or corporation, unless approved by the president of this corporation. The price and terms of which, and the time within which such shares may be offered and sold shall be further specified by written agreement.

ARTICLES XII

Special meetings of shareholders may be called by Certified Mail, Returned Receipt Requested, giving five(5) days written notice.

ARTICLES XIII

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-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLES XIV

RIGHT OF SHAREHOLDER TO DISSENT

The shareholders of this corporation have the right to dissent from any corporate actions that shareholders are entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of this corporation were registered on a national securities exchange or held by not less than 2,000 shareholders.

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**ARTICLES VI**

The number of directors of said corporations shall be provided in the by-laws but in no event shall the number be less than (1) nor more than (5).

**ARTICLES VII**

The names and post office address of the first Board of Directors who shall hold office for the first year of the existence of the corporation, or until their successors have been elected and qualified, unless other wise stated by the BY-Laws, is:

Patricia Cassells, President  
20210 SW 92 Avenue  
Miami, Florida 33189

Annette Cassells, Vice President  
4801 S. University Dr, #118  
Ft. Lauderdale, Fl 33328

Patricia Cassells, Secretary  
20210 SW 92 Avenue  
Miami, Florida 33189

Annette Cassells, Treasurer  
4801 S. University Dr, #118  
Ft. Lauderdale, Fl 33328

**ARTICLES VIII**

The principal address of the principle office of the corporation shall be:

4801 S. University Drive  
Suite 118  
Miami, Florida 33189

**ARTICLES IX**

In furtherance and not in limitation of powers conferred upon the Board of Directors are expressly authorized, and cause to be executed, mortgages and liens upon the real and personal property of the corporation for the purposes of furniture security for its indebtedness or for any other purpose. The Directors, if the by-laws so provide, may hold their meetings in or without the State of Florida. The corporation may in its by-laws, confer powers additional to the power and authority expressly conferred upon them by statute to the Directors

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ARTICLES XV

SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law, except as provided for in Article XII.

ARTICLES XVI

MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the President of this corporation.

ARTICLES XVII

POWER

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLES XVIII

MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by means of conference telephone as provided

ARTICLES XIX

DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLES XX

IDENTIFICATION

The corporation shall identify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XXI

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 shareholders is subject to this reservation.

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ARTICLES XXII

NOTICE

Any notice required herein shall be by Certified Mail, Returned Receipt Requested, or hand delivered to the stockholders at the following address:

4801 S. University Drive  
Ft. Lauderdale, Florida 33328

ARTICLES XXIII

The name and address of the subscriber to these articles is:

Patricia Cassells  
20210 SW 92 Avenue  
Miami, Florida 33189

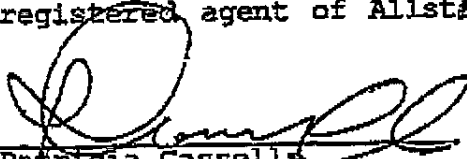
ARTICLES XXIV


The name and address of the resident agent of this corporation is:

Annette Cassells  
4801 S University Drive  
Ft. Lauderdale, Florida 33328

ARTICLES XXV

I, Annette Cassells, Registered Agent to these Articles, hereby am familiar with and accept the duties and responsibilities as registered agent of Allstate Title, Inc.

  
Patricia Cassells  
Incorporator

  
Annette Cassells  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


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STATE OF FLORIDA)  
S.S.  
COUNTY OF BROWARD)

On this 15 day of Feb., 1999, before me, the undersigned, a notary public in and for said county in said state, personally appeared Patricia Cassells to me known to be the person named and in executed the foregoing Articles of Incorporation, and acknowledge that same in his voluntary act and deed.

Personally known ✓  
Showed I.D. \_\_\_\_\_  
Type of I.D. \_\_\_\_\_

  
NOTARY PUBLIC STATE OF FLORIDA  
Print Name: Marguerite White  
My commission expires: \_\_\_\_\_

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