



**THE UNITED STATES  
CORPORATION**  
C O M P A N Y

ACCOUNT NO. : 0721000000032

REFERENCE : 187689 134074A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 30, 1999

ORDER TIME : 10:17 AM

ORDER NO. : 187689-005

CUSTOMER NO: 134074A

CUSTOMER: Brian L. Lipshy, Esq  
BRIAN L. LIPSHY, P.A.  
BRIAN L. LIPSHY, P.A.  
201 Northeast First Avenue

Delray Beach, FL 33444

DOMESTIC FILING

NAME: AMERICAN EAGLE TITLE & ESCROW  
COMPANY

EFFECTIVE DATE:

~~XX~~ ARTICLES OF INCORPORATION  
~~of~~ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
OFFICE OF CORPORATIONS  
99 MAR 30 PM 2:53

100-443887-100

BASE, INC. OF CORPORATION

XX  
—  
PLE

3/30/99

# ARTICLES OF INCORPORATION

OF

## AMERICAN EAGLE TITLE & ESCROW COMPANY

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

### ARTICLE I

The name and initial address of this Corporation shall be

American Eagle Title & Escrow Company  
201 N.E. First Avenue  
Delray Beach, Florida 33444

### ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida for corporations, including the issuance of title insurance and acting as title agent in the sale and development of real property.

### ARTICLE III

The Capital stock of this Corporation, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the Corporation.

### ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

FILED  
SECRETARY OF STATE  
INCORPORATIONS  
09 MAR 30 PM 2:53

## **ARTICLE V**

The initial registered office of this corporation shall be located at 201 N.E. First Avenue, Florida 33444, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Brian Louis Lipshy.

## **ARTICLE VI**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time-to-time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Stockholders.

## **ARTICLE VII**

The name and address of the first director(s) and officer(s) of the corporation who shall hold office for the first year or until his successor(s) is duly elected and qualified, shall be:

Brian Louis Lipshy, Director, President  
201 N.E. First Avenue  
Delray Beach, Florida 33444

Randy B. Kimmel, Director, Vice President, Treasurer  
201 N.E. First Avenue  
Delray Beach, Florida 33444

Nemia Schulte, Director, Vice President, Secretary  
201 N.E. First Avenue  
Delray Beach, Florida 33444

## **ARTICLE VIII**

The name and address of the incorporator is:

Brian Louis Lipshy  
201 N.E. First Avenue  
Delray Beach, Florida 33444

## **ARTICLE IX**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director of such other corporation, or who is so interested, may be

counted in determining the existence of quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

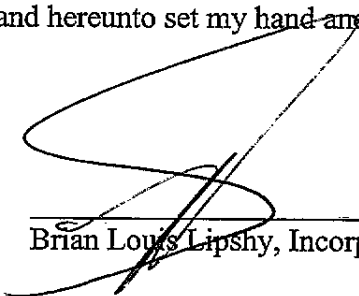
#### ARTICLE XI

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE XII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-laws may be repealed or amended and new By-Laws may be adopted by either the Board of Directors or the Shareholders.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida under the laws of Florida, make and file these Articles of Incorporation, hereby certifying and declaring that the facts stated herein are true, and hereunto set my hand and seal this 19th day of March, 1999.

  
\_\_\_\_\_  
Brian Louis Lipshy, Incorporator

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

In compliance with the laws of the State of Florida, the following is submitted:

1. American Eagle Title & Escrow Company, desiring to organize under the laws of the State of Florida, has named Brian Louis Lipshy its statutory registered agent.

Having been named the statutory agent of the above-named Corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

**Brian Louis Lipshy, Registered Agent**

Dated this 19th day of March, 1999

STATE OF FLORIDA                         }  
  }ss:  
COUNTY OF PALM BEACH                 }

The foregoing instrument was acknowledged before me on this 19th day of March, 1999 by Brian Louis Lipsky as Incorporator and as Registered Agent of American Eagle Title & Escrow Company on behalf of the Corporation.

Renee Dunn  
Notary Public, State of Florida

My commission expires:

Renee Dunn  
Printed Name of Notary Public

Form of I.D.

~~Personally Known~~  
Other No.



RENEE DUNN  
COMMISSION # CC 532187  
EXPIRES FEB 13, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
CLERK OF STATE  
RECORDS & DOCUMENTS  
99 MAR 20 PM 2:53