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PLEASE REPLY TO:

POST OFFICE BOX 11025
FORT LAUDERDALE, FLORIDA 33339

OF COUNSEL:
WILLIAM ROBERT LEONARD

July 30, 1999

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-08/02/99-01102-009
****122.50 *****78.75

Division of Corporations
Secretary of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

FILED
99 AUG -2 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: TARPON TITLE INSURANCE COMPANY, INC.

Gentlemen:

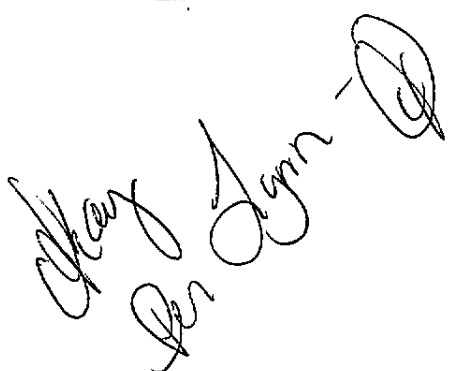
I enclose herewith the original and one copy of the Articles of Incorporation of Tarpon Title Insurance Company, Inc., as well as a check in the amount of \$122.50, as and for the filing fee for said Articles and Registered Agent Designation.

Please return the certified copy of Articles of Incorporation to us as soon as is possible. Your quick service is greatly appreciated.

Sincerely,



C. GLENN LEONARD
CGL/cb
Enclosures/Articles





ARTICLES OF INCORPORATION
OF
TARPON TITLE INSURANCE COMPANY, INC.

ARTICLE I - NAME

The name of this corporation shall be TARPON TITLE INSURANCE COMPANY, INC.

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, including specifically that permitted by Chapter 607, Florida Statutes.

ARTICLE III - Capital Stock

The total number of authorized shares of the capital stock of this corporation is 20,000 shares, divided into two classes, Class A voting stock and Class B nonvoting stock. The total number of shares of Class A voting stock authorized is 10,000 shares. The total number of shares of Class B nonvoting stock is 10,000 shares. The stock has a nominal or par value of One Dollar and No/100 (\$1.00) per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial Registered Agent is:

C. GLENN LEONARD
4875 North Federal Highway, 10th Floor
Ft. Lauderdale, Florida 33339

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (3). The name and address of the persons serving on the initial Board of Directors are as follows:

C. GLENN LEONARD	4875 N. Federal Highway, 10 th Flr Ft. Lauderdale, Florida 33308
WILLIAM F. LEONARD	4875 N. Federal Highway, 10 th Flr Ft. Lauderdale, Florida 33308

FILED
99 AUG -2 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD W. MORRISON

4875 N. Federal Highway, 10th Flr
Ft. Lauderdale, Florida 33308

ARTICLE VI - INCORPORATOR

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

C. GLENN LEONARD

4875 N. Federal Highway, 10th Flr
Ft. Lauderdale, Florida 33308

ARTICLE VII - PRINCIPAL OFFICE

The principal office and mailing address of the corporation is
4875 N. Federal Highway, 10th Floor, Fort Lauderdale, Florida 33308

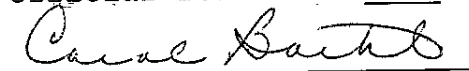
The undersigned Incorporator has executed these Articles of Incorporation this 30 day of July 1999.


C. GLENN LEONARD

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that this day in the next above named State and County, before me, an officer duly authorized and acting, personally appeared, C. GLENN LEONARD, who presented personally known as identification and who executed the foregoing instrument, and acknowledged then and there before me that he executed said instrument for the purposes and reasons set out therein.

WITNESS my hand and official seal this 30th day of July 1999.


Notary Public
My Commission expires:



Carol Bartel
MY COMMISSION # CC707166 EXPIRES
March 5, 2002
BONDED THROUGH TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

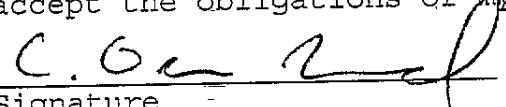
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is : TARPON TITLE INSURANCE COMPANY, INC. 4875 North Federal Highway, 10th Floor, Fort Lauderdale, Florida 33308.

2. The name and address of the registered agent is:

C. GLENN LEONARD
4875 North Federal Highway, 10th Floor
Fort Lauderdale, Florida 33308

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

S:\WP51\CGL\T\tarpontitle.inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA