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FIRST INVESTORS TITLE SERVICES, INC.

4100 North Miami Avenue, Suite 103
Miami, Florida 33127

Telephone (305) 573-0075
Fax (305) 573-0097

August 6, 1999

Via Federal Express

600002954316--6

-08/09/99-01099-004

*****70.00 *****70.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

In re: New Corporation
Allstate Title Agency, Inc.

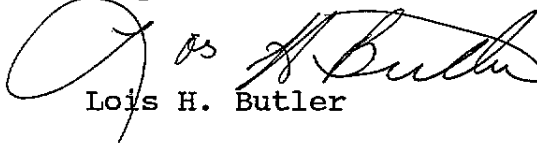
Dear Sir:

Enclosed please find:

- (1) Original and one copy of new Articles of Incorporation.
- (2) Our check in the amount of \$70.00 to cover the appropriate fees.
- (3) Self addressed stamped envelope for return stamped copy.

Thank you for your assistance and have a great day.

Sincerely,


Lois H. Butler

/lhb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLSTATE TITLE AGENCY, INC.

ARTICLE I - NAME

The name of the corporation is **ALLSTATE TITLE AGENCY, INC.** hereinafter called the "Corporation")

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 6,000 shares of Common Stock no par value.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The principal business address shall be 700 Northeast 96 Street, Miami Shores, Florida 33138.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is located at 700 Northeast 96 Street, Miami Shores, Florida 33138 and the initial agent at said address shall be Lois Butler.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the ByLaws of the corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Lois Butler
700 Northeast 96 Street
Miami Shores, Florida 33138

ARTICLE VII - INCORPORATOR

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

Lois Butler
700 Northeast 96 Street
Miami Shores, Florida 33138

IN WITNESSETH WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of August, 1999.


Lois Butler

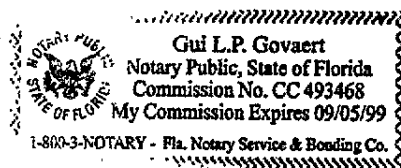
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Lois Butler to me and known by me to be the person who acknowledged before me that she 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 5th day of August, 1999.


Notary Public, State of Florida

My Commission Expires:



**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

That **ALLSTATE TITLE AGENCY, INC.** desiring to organize under the laws of the State of Florida, which will have its principal office in Florida and has named **Lois Butler** located at 700 Northeast 96 Street, Miami Shores, Florida 33138, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 5th day of August, 1999.


Lois Butler, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA