

P99000075246

VINCENT M. CAPEZZERA, P.A.
PRO TITLE
112 W. Adams Street, Suite 1123
Jacksonville, Florida 32202

(904) 354-3401

Fax: (904) 353-7303

EFFECTIVE DATE
8-16-99

August 18, 1999

State of Florida
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/18/99--01014--014
*****122.50 *****78.75

RE: Compass Pointe Title Services, Inc.

Dear Gentlemen:

Enclosed herewith is an original and one copy of the Articles of Incorporation for the above referenced company. Please file the original in your offices and return to us one certified copy.

I have enclosed herewith check #1855 in the amount of \$.35 made payable to Florida Department of Revenue for documentary stamp tax and check #1854 in the amount of \$122.50 which is made payable to the Florida Department of State, covering the following:

\$ 35.00-Filing fee
35.00-Certificate designating registered agent
52.50-Certified copy
\$122.50

Sincerely,

Bonnie L. Meserve

Bonnie L. Meserve
Legal Assistant

BLM
Enclosures

FILED
99 AUG 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GALLINON-CASE AUG 24 1999

EFFECTIVE DATE
8-16-99

ARTICLES OF INCORPORATION
of
COMPASS POINTE TITLE SERVICES, INC.

FILED
99 AUG 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

COMPASS POINTE TITLE SERVICES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any or all lawful business now or hereafter allowed by the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

Class A - 500 shares of \$0.10 par value Preferred, Preemptive Voting Stock;
Class B - 500 shares of \$0.10 par value Common Non-voting Stock.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is One Hundred Dollars (\$100).

ARTICLE V. TERM

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The post office address of the principal office of this corporation in the State of Florida is:

4560 Oakbrooke Court, Jacksonville, Florida 32277

The Board of Directors may from time to time move the office to any other place in Florida.

ARTICLE VII. DIRECTORS

This corporation shall have One (1) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1) nor more than Five (5). Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office addresses of the members of the first Board of Directors of this corporation are:

Vincent M. Capezzera, 4560 Oakbrooke Court, Jacksonville, Florida 32277

ARTICLE IX. REGISTERED AGENT

The registered agent for this corporation shall be:

Vincent M. Capezzera, 4560 Oakbrooke Court, Jacksonville, Florida 32277

ARTICLE X. SUBSCRIBER

The names and post office addresses of the subscriber signing these Articles of Incorporation is:

Vincent M. Capezzera, 4560 Oakbrooke Court, Jacksonville, Florida 32277

ARTICLE XI. SHARE RIGHTS

In order to maintain his or her percentage of ownership of this corporation, every shareholder, upon the sale of any new or unissued shares, shall have the right to purchase a pro rata portion thereof at the price at which it is offered to others.

Shares held by the initial shareholders listed above and by any subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms shall be at market unless otherwise agreed.

The herein described rights are first subject to the preemptive rights of the Preferred Stockholders.

ARTICLE XII. MISCELLANEOUS

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The

By-Laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the state of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting as to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of the majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XIII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests

of this corporation that such a settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the By-Laws or other wise.

ARTICLE XIV. EFFECTIVE

This Corporation shall be effective as of the date of execution of these Articles of Incorporation.

ARTICLE XV. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

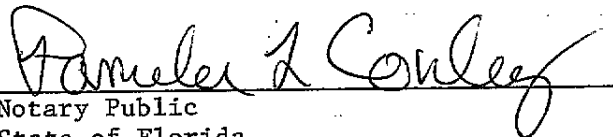
IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 16th day of August, 1999.



Vincent M. Capezzera

Before me personally appeared Vincent M. Capezzera, known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 16th day of August 1999.



Notary Public
State of Florida.

My commission expires:



August 16, ,19 99

FILED
99 AUG 18 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: COMPASS POINTE TITLE SERVICES, INC.

Dear Sirs:

In compliance with Section 48.091 of the Florida Statutes, the following is submitted:

COMPASS POINTE TITLE SERVICES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 4560 Oakbrooke Ct., Jacksonville, Duval County, Florida 32277, has named Vincent M. Capezzera located at same address, Jacksonville, Florida 32277 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Vincent M. Capezzera , Registered Agent