

Neal E. Young
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PP9000075590

August 16, 1999

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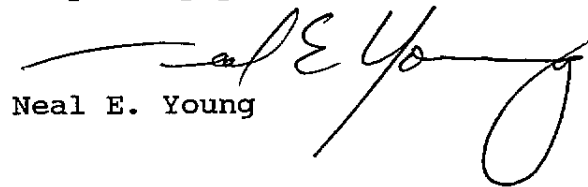
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Re: American Guaranty Title Corporation

Dear Sirs:

Please find enclosed an original and one copy of the Certificate of Incorporation and one copy of the Certificate Designating the Resident Agent. Please certify one copy after filing and return to my office. My check for \$122.50 is enclosed to cover the cost of same.

Very truly yours,


Neal E. Young

NEY/bv

Enclosures

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF INCORPORATION

OF

AMERICAN GUARANTY TITLE CORPOATION

FIRST: The name of this corporation is AMERICAN GUARANTY TITLE CORPOATION.

SECOND: The special purpose of the business is to act as a title insurance agency providing title insurance, escrow, and residential and commercial real estate closing services, and any lawful business authorized under the Florida General Corporation Act.

THIRD: (a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 7500 shares of voting common stock, par value per share \$1.00. All stock issued shall be fully paid and non-assessable.

(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such

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stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

FOURTH: The amount of capital with which the said corporation will begin business is \$5,000.00.

FIFTH: The said corporation shall have perpetual existence.

SIXTH: The principal office of said corporation is to be located at 300 Third Street, N.W., Winter Haven, FL 33881.

SEVENTH: There shall not be less than one nor more than five Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

EIGHTH: The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

NAME	ADDRESS
Neal E. Young	300 Third Street, N.W. Winter Haven, FL 33881
Betty G. Van Dellen	300 Third Street, N.W. Winter Haven, FL 33881
Peggy L. Bray	300 Third Street, N.W. Winter Haven, FL 33881

NINTH: The names and post office address of the several subscribers of this Certificate, and the number of shares of stock of said corporation which each agree to take are as follows:

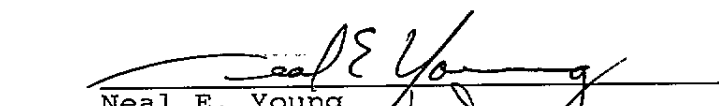
NAME	ADDRESS	SHARES
Neal E. Young	300 Third Street, N.W. Winter Haven, FL 33881	5,000

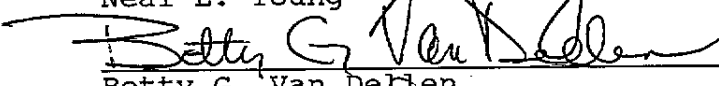
TENTH: The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

ELEVENTH: Said corporation reserves the right to amend, alter or change or repeal any provision contained in this Certificate in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the said Laws of the State of Florida, and do hereby respectively

agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and seals at Polk County, Florida, this 16th day of August 1999.



Neal E. Young


Betty G. Van Dellen


Peggy L. Bray

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 16th day of August, 1999, by NEAL E. YOUNG, BETTY G. VAN DELLEN, and PEGGY L. BRAY who are personally known to me or who have produced _____ as identification.


Notary Public, State of Florida

My Commission Expires:



Susan C Hesck

My Commission CC699335

Expires November 30, 2001

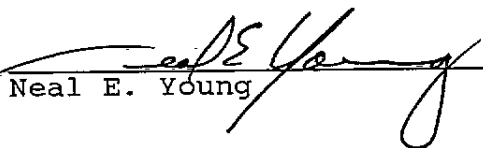
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

FIRST: That AMERICAN GUARANTY TITLE CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 300 Third Street, N.W., Winter Haven, State of Florida, has named NEAL E. YOUNG located at 300 Third Street, N.W., Winter Haven, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


Neal E. Young

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