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*First American Exchange Corporation*

2075 CENTRE POINTE BOULEVARD • TALLAHASSEE, FLORIDA 32308  
(850) 402-4101 • NATIONAL WATS (800) 929-7186 • FAX (850) 402-1505

December 22, 1999

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 27 PM 1:50

APPROVED  
AND  
FILED

Re: First American Real Estate Holdings, Inc.

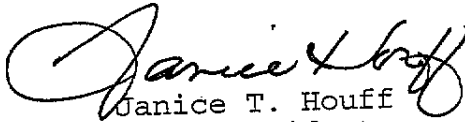
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$78.75 in payment of the filing fees.

Please file the original Articles of Incorporation and file stamp the additional copy to acknowledge receipt of the original.

Thank you for your assistance. Please call me at 402-4101 if you have any questions.

Sincerely,

  
Janice T. Houff  
Vice President

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST AMERICAN REAL ESTATE HOLDINGS, INC.**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this Corporation shall be First American Real Estate Holdings, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation shall be located at 2075 Centre Pointe Boulevard, Tallahassee, Florida 32308, which shall also be the mailing address of the Corporation.

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**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock having a par value of One Cent (\$.01) per share.

#### ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 2075 Centre Pointe Boulevard, Tallahassee, Florida 32308. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is John T. LaJoie. The Board of Directors may from time to time designate a new registered agent.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Janice T. Houff	c/o First American Title Insurance Company 2075 Centre Pointe Boulevard Tallahassee, Florida 32308

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, are:

<u>Name</u>	<u>Address</u>
Michael W. Conway	c/o First American Title Insurance Company 2075 Centre Pointe Boulevard Tallahassee, Florida 32308

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

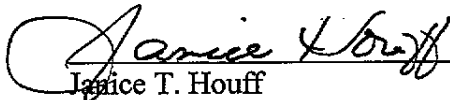
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation.

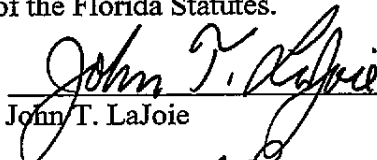
ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Tallahassee, Florida, this 22nd day of December, 1999.

  
Janice T. Houff

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

John T. LaJoie

Date:

December 22nd 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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