

RICHARD A. WAGNER

ATTORNEY AT LAW

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TELEPHONE (407) 251-1111

OCT 6 1997

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32302

Return to
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RE: R.A. ALLEN & COMPANY, P.A.

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Dear Sir or Madam:

Enclosed please find the following documents:

1. Original and one copy of Articles of Incorporation. Please file the original with the Secretary of State and return the certified copy to me.
2. My trust account check made payable to the Secretary of State in the amount of \$122.50.
3. My trust account check made payable to Attorneys' Title Insurance Fund, Inc. in the amount of \$10.00 for your services.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

Richard A. Wagner

RAW:kl
Enclosure

10/7

RECEIVED
FILED 97 OCT -7 PM 2:00
97 OCT -7 PM 4:36
TALLAHASSEE
SECRETARY OF STATE
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

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97 OCT -7 PM 4:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
R.A. ALLEN & COMPANY, P.A.**

The undersigned subscriber to these articles of incorporation, being duly licensed to practice as a Certified Public Accountant under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the state of Florida.

ARTICLE I. NAME

The name of the professional service corporation is R.A. ALLEN & COMPANY, P.A.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 9421 South Orange Blossom Trail, Suite 13, Orlando, Florida 32837.

ARTICLE III. PURPOSE

The professional service corporation is formed to engage in every phase and aspect of the practice of Certified Public Accountant. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV. TERM OF EXISTENCE

The professional service corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the professional service corporation shall be 1000 shares of common stock having a par value of \$1.00 per share.

None of the shares of the professional service corporation may be issued to anyone other than an individual duly licensed to practice Certified Public Accounting in the state of Florida.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this professional service corporation is 9421 South Orange Blossom Trail, Suite 13, Orlando, Florida. The name of the initial registered agent at that address is R.A. Allen.

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The name and address of the member of the first board of directors is:

Name	Address
Robert A. Allen	9421 S. Orange Blossom Trail, Suite 13 Orlando, FL 32837

ARTICLE VIII. SUBSCRIBER(S)

The name(s) and address(es) of the person(s) signing these articles of incorporation as subscriber(s) are:

Name	Address
Robert A. Allen	9421 S. Orange Blossom Trail, Suite 13 Orlando, FL 32837

ARTICLE IX. RESTRAINT ON ALIENATION OF SHARES

The shareholders of the professional service corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the professional service corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of the professional service corporation, and the sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose. If any shareholder becomes legally disqualified to practice as a Certified Public Accountant in the state of Florida, is elected to a public office, or accepts employment that places restrictions or limitations on the continuous rendering of such professional services, that shareholder's shares of stock shall immediately become subject to purchase by the professional service corporation in accordance with the bylaws adopted by the shareholders.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on September ____, 1997.


Robert A. Allen

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing articles of incorporation were acknowledged before me on this 30th day of September, 1997, by Robert A. Allen.



KATHY L SEWELL
My Commission CC551824
Expires Jun. 28, 2000


Notary Public -- State of Florida

Kathy L. Sewell
Print, Type, or Stamp
Commissioned
Name of Notary Public

Personally Known X OR Produced Identification
Type of Identification Produced

(Seal)

**CERTIFICATE DESIGNATING 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 R.A. ALLEN & COMPANY, P.A. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Orlando, County of Orange, State of Florida, has named Robert A. Allen, located at 9421 South Orange Blossom Trail, Suite 13, Orlando, County of Orange, State of Florida, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

R.A. ALLEN & COMPANY, P.A.

By: Robert A. Allen
Robert A. Allen, Resident Agent

FILED
97 OCT -7 PM 4:36
SEC. OF STATE
TALLAHASSEE, FLORIDA