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(Business Entity Name)

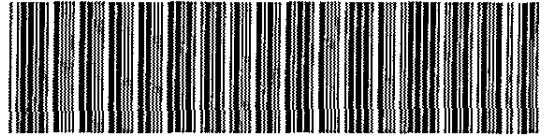
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**GERALD WEINBERG, P.C.**  
*Attorneys at Law*  
90 State Street  
Albany, New York 12207

Gerald Weinberg  
Lawrence A. Kirsch

Telephone (800) 342-9856  
Fax (800) 354-3381

NOVEMBER 6, 2002

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

Re: COMPS INC.

Dear Sir or Madam:

Enclosed please find proposed Certificate of Incorporation of the above entitled corporation. Please file the original and return confirmation of the filing to this office in the prepaid Federal Express envelope enclosed.

Also enclosed please find my firm's check in the amount of \$70.00 as and for the filing fee in connection with the above.

Your prompt attention and consideration are greatly appreciated.

Very truly yours,

*Lawrence A. Kirsch*  
Lawrence A. Kirsch

*Please note future effective date of  
Jan, 1, 2003.*

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF INCORPORATION**

**COMPS INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation is **COMPS INC.**

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: Two Hundred, (200), all of which shall be without par value.

**ARTICLE IV TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V PRINCIPAL MAILING ADDRESS**

The principal mailing address of the corporation shall be:

7121 Fairway Drive  
Suite 201  
Palm Beach Gardens, Florida 33418

**ARTICLE VI INCORPORATOR**

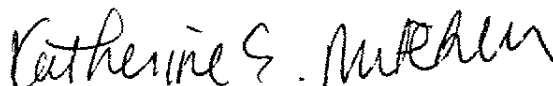
The name and street address of the incorporator to this articles of incorporation is:

Katherine E. Mitchell  
90 State Street  
Albany, New York 12207

**ARTICLE VII EFFECTIVE DATE**

The future effective date of the Articles of Incorporation shall be January 1, 2003.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of November, 2002.

A handwritten signature in cursive script, appearing to read "Katherine E. Mitchell".

KATHERINE E. MITCHELL

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

COMPS INC.

2. The name and address of the registered agent and office is:

Brian J. Davis  
(Name)

7121 Fairway Drive, Suite 201  
(P.O. Box NOT acceptable)

Palm Beach Gardens, FL 33418  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Brian J. Davis  
Signature

10/28/02  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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