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DATE: NOVEMBER 23, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV 23 AM 11:57

TYPE OF FILING
QUALIFICATION

CORPORATE NAME

COLE LAYER TRUMBLE COMPANY

9000003052589--4
-11/23/99--01020--026
*****78.75 *****78.75

BK1

SPECIAL INSTRUCTIONS:

PLEASE RETURN ONE (1) CERTIFIED COPY.

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Cole Layer Trumble Company

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3.

75-2846293

(FEI number, if applicable)

4. June 28, 1999

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11-4-99

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2800 W. Mockingbird Lane

Dallas, TX 75235

(Current mailing address)

8. Sale of software and appraisal services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee, FL, Florida, 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Debbie Lundgren, asst. sec.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: John M. Yeaman

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

Vice Chairman: William D. Oates

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

Director: Brian B. Berry

Address: 1120 Jupiter Road, Suite 1000
Plano, Texas 75074

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: John M. Yeaman

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

Vice President: Brian K. Miller

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

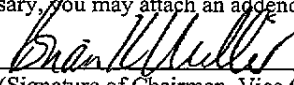
Secretary: H. Lynn Moore, Jr.

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

Treasurer: Brian K. Miller

Address: 2800 W. Mockingbird Lane
Dallas, Texas 75235

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Brian K. Miller, Vice President
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COLE LAYER TRUMBLE COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF NOVEMBER, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COLE LAYER TRUMBLE COMPANY" WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

0093014

11-19-99