

Document Number Only

F96000001070

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

CORPORATION(S) NAME

500002780815--8
-02/19/99--01063--006
*****35.00 *****35.00

Premier Appraisals, Inc. changing to:
Primis, Inc.

name
change
amended

99 FEB 19 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name
Availability 2/19/99
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Examiner MR
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Verifier
Acknowledgement
W.P. Verifier

02/19/99

99 FEB 19 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

SECTION I (1-3 must be completed)

1. Premier Appraisals, Inc
Name of corporation as it appears within the records of the Department of State.

2. Incorporated under laws of: Georgia

3. Date authorized to do business in Florida: March 1, 1996

FILED
99 FEB 19 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 31, 1998

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Premis, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

No Change

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

 CEO
Signature
Name and Title

1-26-98
Date

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90480418
CONTROL NUMBER : K002052
DATE INC/AUTH/FILED: 02/01/1990
JURISDICTION : GEORGIA
PRINT DATE : 02/18/1999
FORM NUMBER : 215

CT CORPORATION SYSTEM
JO JONES
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

PRIMIS, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Cathy Cox

Cathy Cox
Secretary of State

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER : K90120842
CONTROL NUMBER: K002052
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0033
PRINT DATE : 01/12/1999
FORM NUMBER : 611

MICHAEL W. MATTOX
PREMIER APPRAISALS
12 PERIMETER CENTER EAST, #1220
ATLANTA GA 30346

CERTIFICATE OF NAME CHANGE AMENDMENT

I, Cathy Cox, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PREMIER APPRAISALS, INC.
A DOMESTIC PROFIT CORPORATION


has filed articles of amendment in the office of the Secretary of State changing its name to

PRIMIS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.




CATHY COX
SECRETARY OF STATE

K83570527

K90120842
K002052

ARTICLES OF AMENDMENT
OF
PREMIER APPRAISALS, INC.

1.

The name of the corporation is Premier Appraisals, Inc.

2.

The Articles of Incorporation are amended by striking Article I in its entirety and inserting in lieu thereof the following:

"I

The name of the corporation is Primis, Inc."

3.

The amendment was duly adopted at a meeting of the Board of Directors held on December 18, 1998. Pursuant to O.C.G.A. 14-2-1002 shareholder action with respect to the amendment was not required.

4.

Pursuant to Section 14-2-1006.1(a) of the Georgia Business Corporation Code, the undersigned hereby certifies that a request for publication of a notice of change of corporate name and payment therefor have been made as required by Section 14-2-1006.1(b) of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized office this ____ day of December, 1998

PREMIER APPRAISALS, INC.

By: Micheal Mattox
Micheal Mattox, President

BSR (3)
Dec 31 2 25 PM '98
SECRETARY OF STATE

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 981670967
CONTROL NUMBER: 9002052
EFFECTIVE DATE: 06/16/1998
REFERENCE : 0077
PRINT DATE : 06/16/1998
FORM NUMBER : 111

PREMIER APPRAISALS, INC.
STE 1220, 12 PERIMETER CENTER EAST
ATLANTA, GA 30346

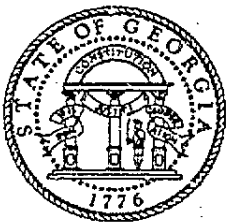
CERTIFICATE OF AMENDMENT

I, Lewis A. Massey, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that.

PREMIER APPRAISALS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of
State and has paid the required fees as provided by Title 14 of
the Official Code of Georgia Annotated. Attached hereto is a true
and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PREMIER APPRAISALS, INC.

I.

The name of the corporation is PREMIER APPRAISALS, INC.

II.

Articles III and IV of the Articles of Incorporation of PREMIER APPRAISALS, INC., are amended to read as set forth in EXHIBIT 1 attached hereto. All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

The amendment provides for a reclassification of issued shares of Class A Common Stock and Class B Common Stock. Effective as of the date of filing of these Articles of Amendment, each issued and outstanding share of Class A Common Stock and Class B Common Stock shall be reclassified as an issued and outstanding share of Common Stock.

IV.

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on June 15, 1998.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officers this 16th day of June, 1998.

PREMIER APPRAISALS, INC.

By: Michael W. Mattox
Michael W. Mattox, President

JUN 16 3 55 PM '98

SECRETARY OF STATE

Exhibit 1

PREMIER APPRAISALS, INC.

Text of Amended Articles III and IV of Articles of Incorporation

ARTICLE III

Authorized Capital Stock

The aggregate number of shares the Corporation shall have authority to issue shall be 12,920,000 shares, divided into: (a) 10,000,000 shares of Common Stock, par value \$0.01 per share ("Common Stock"); (b) 2,500,000 shares of preferred stock ("Preferred Stock") with such preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Article IV(B); and (c) 420,000 shares of Class A Convertible Preferred Stock ("Class A Preferred").

ARTICLE IV

Relative Rights and Preferences

The preferences, limitations and relative rights of the shares of Common Stock, the shares of Preferred Stock and the shares of Class A Preferred shall be as follows:

1. Common Stock. Each outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The preferences, limitations and relative rights of the shares of Common Stock shall be identical. The Common Stock shall be subject to the provisions of Articles III and IV and the provisions of any resolution or resolutions validly adopted by the Board of Directors in exercise of the authority expressly vested in the Board of Directors by this Article IV.

2. Preferred Stock. The Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the Preferred Stock, or one or more series of Preferred Stock, before the issuance of any such shares, which preferences, limitations and relative rights shall be specified in a subsequent amendment to these Articles of Incorporation adopted by the Board of Directors and may include, without limitation:

A. Special, conditional, or limited voting rights, or no right to vote (except to the extent prohibited by law);

B. Shares of Preferred Stock that are redeemable or convertible (i) at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event;

(ii) for cash, indebtedness, securities, or other property; (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;

C. Provisions entitling the holders to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative;

D. Preferences over any other class of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation; and

E. Other preferences, limitations, or relative rights not prohibited by law.

3. Class A Convertible Preferred Stock

A. Stated Value. The stated value of the Class A Preferred shall be \$3.57143 per share, the original per share issue price (the "Stated Value").

B. Dividends and Distributions. The holders of shares of the Class A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation out of funds legally available for such purpose, cumulative dividends payable quarterly in cash on the first business day of January, April, July and October (each such date being referred to herein as a "Quarterly Dividend Payment Date"), accruing commencing with the date of issue of such shares, on shares of the Class A Preferred at the rate of 7% of the Stated Value (initially \$.25 per share) per annum. No interest shall be paid on accrued but unpaid dividends. Whenever dividends payable on the Class A Preferred are in arrears, thereafter and until dividends, including all accrued dividends, on shares of the Class A Preferred outstanding shall have been paid in full or declared and set apart for payment, the Corporation shall not pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any Common Stock or other shares ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred, except as authorized pursuant to Paragraph 3.J[1][b] of this Article IV of these Articles of Incorporation, as amended or restated from time to time (the "Articles").

C. Voting Rights. In addition to voting rights required by law or by these Articles, the holders of Class A Preferred shall be entitled to vote on all matters submitted to a vote of the Corporation's shareholders. Except as otherwise required by law or by these Articles, the holders of Class A Preferred and the holders of the Corporation's Common Stock shall vote together as one class on all matters submitted to a vote of the Corporation's shareholders other than the election of directors, in which the holders of Class A Preferred shall vote as a separate voting group as provided in Paragraph D. On any matter submitted to a shareholder vote, each holder of Class A Preferred shall be entitled to cast the number of votes that the holder thereof would have been entitled to cast if the holder's shares of Class A Preferred had been converted into shares of Common Stock pursuant to Paragraph E on the record date for determining the shareholders entitled to vote on the matter.

D. Board of Directors

[1] At each annual meeting of the shareholders of the Corporation, the holders of Class A Preferred, voting as a separate voting group, shall be entitled to elect a number of directors (the "Preferred Directors") equal to the greatest integral number that does not exceed two-fifths (2/5) of the total number of directors, or two directors, whichever is greater, and the remaining members of the Board of Directors shall be elected by the Corporation's shareholders other than Class A Preferred entitled to vote for the election of directors.

[2] The Preferred Directors may be removed only by the vote of holders of the majority of shares of Class A Preferred at a meeting of holders of Class A Preferred called for that purpose. Any vacancy among the Preferred Directors may be filled by designation to the Corporation in writing by the remaining Preferred Director(s) or, if not so filled within thirty days after the vacancy occurs, by the holders of the Class A Preferred at any meeting, annual or special, for the election of directors held thereafter. A vacancy created by the removal of a Preferred Director may be filled at the same meeting at which such removal was voted.

E. Conversion at the Holder's Option

[1] Conversion Right. Each share of Class A Preferred may be converted, at the option of the holder thereof, into the number of shares of Common Stock determined by dividing the Stated Value by the Conversion Price in effect on the date the Notice of Conversion is delivered to the Corporation in accordance with Paragraph E[2]. The Conversion Price shall initially be \$3.57143 per share of Common Stock.

[2] Conversion Procedure

[a] To exercise the conversion rights pursuant to this Paragraph E, the holder of Class A Preferred shall deliver written notice of the holder's election to convert shares of Class A Preferred (the "Notice of Conversion") together with duly endorsed certificates representing the shares of Class A Preferred to be converted, to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Conversion shall state the number of shares of Class A Preferred to be converted and the name or names in which one or more certificates representing shares of Common Stock shall be issued. As soon as practicable thereafter, the Corporation shall issue and deliver to the converting holder certificates representing the number of shares of Common Stock to which the converting holder shall be entitled upon the conversion of the shares of Class A Preferred in accordance with the Notice of Conversion. Such conversion shall be deemed to have been made immediately before the close of business on the date of surrender of the shares Class A Preferred to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

[b] If the conversion is in connection with an underwritten offering of Corporation's securities pursuant to the Securities Act of 1933, as amended (the "Securities Act"), conversion may, at the option of any holder tendering shares of Class A Preferred for conversion,

be conditioned upon the closing with the underwriters of the sale of securities pursuant to such an offering, in which event the holder shall not be deemed to have converted the shares of Class A Preferred until immediately before the closing of the sale of securities.

[3] Adjustments to Conversion Price for Certain Diluting Issues

[a] Special Definitions. For purposes of this Paragraph 5(c), the following definitions apply:

[i] "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (defined below).

[ii] "Conversion Adjustment Date" shall mean January 1, 1997.

[iii] "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Class A Preferred) or other securities convertible into or exchangeable for Common Stock.

[iv] "Additional Shares of Common Stock" shall mean all shares of Common Stock issued (or, pursuant to Paragraph E[3][c], deemed to be issued) by the Corporation after the Conversion Adjustment Date, other than shares of Common Stock issued or issuable:

[A] Upon conversion of shares of Class A Preferred or shares of any Preferred Stock with rights of conversion;

[B] To officers, directors or employees of, or consultants to, the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors, or in connection with certain acquisitions of businesses or assets approved by the Board of Directors and, if applicable, the Class A Preferred shareholders; provided, that the shares issuable pursuant to this clause B shall not exceed 400,000 shares (net of any repurchase of such shares or cancellations or expirations of options), subject to adjustment for all subdivisions and combinations.

[C] As a dividend or distribution on Class A Preferred or any shares of Preferred Stock;

[D] For which adjustment of the Conversion Price is made pursuant to Paragraph E[4];

or

[E] To holders of Class A Preferred pursuant to offerings made by the Company to all holders of Class A Preferred to purchase shares of Common Stock in an amount proportionate to the number of Class A Preferred they own, provided that each such holder is offered an amount proportionate to the number of Class A Preferred he or it owns.

[b] No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Paragraph E[3][e] hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue.

[c] Deemed Issue of Additional Shares of Common Stock. If at any time or from time to time after the Conversion Adjustment Date, the Corporation shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

[i] No further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

[ii] If such Options or Convertible Securities by their terms provide with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Common Stock previously issued upon conversion of the Class A Preferred);

[iii] Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

[A] In the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

[B] In the case of Options for Convertible Securities, only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Paragraph E[3] upon the issue of the Convertible Securities with respect to which such Options were actually exercised.

[iv] No readjustment pursuant to clause (ii) or (iii) above shall have the effect of increasing the Conversion Price to an amount that exceeds the lower of (a) the Conversion Price on the Conversion Adjustment Date; or (b) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the Conversion Adjustment Date and such readjustment date;

[v] In the case of any Options that expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (iii) above.

[d] Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. If at any time or from time to time after the Conversion Adjustment Date, the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Paragraph F[3][c] without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately before such issue, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately before such issue plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately before such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately before such issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately before such issue shall be calculated on a fully diluted basis as if all shares of Class A Preferred and

all Convertible Securities had been fully converted into shares of Common Stock immediately before such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately before such issuance (and the resulting securities fully converted into shares of Common Stock, if convertible) as of such date, but not including in such calculation any additional shares of Common Stock issuable with respect to shares of Class A Preferred, Convertible Securities, or outstanding options, warrants or other rights for the purchase of shares of stock or convertible securities, solely as a result of the adjustment of the Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

[e] Determination of Consideration. For purposes of this Paragraph E[3], the consideration received by the Corporation for the issuance of any Additional Shares of Common Stock shall be computed as follows:

[i] Cash and Property. Such consideration shall:

[A] Insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

[B] Insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

[C] If Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

[ii] Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Paragraph E[3][c], relating to Options and Convertible Securities shall be determined by dividing:

[A] The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

[B] The maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained

therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

[4] Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. If the Corporation at any time or from time to time after the Conversion Adjustment Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or if the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately before such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. If the Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

[5] Adjustments for Reclassification and Reorganization. If the Common Stock issuable upon conversion of the Class A Preferred shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Paragraph E[4] above or a merger or other reorganization referred to in Paragraph G[2] below), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Class A Preferred shall be convertible into, in lieu of a number of shares of Common Stock that the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Class A Preferred immediately before that change.

[6] No Impairment. The Corporation will not, by amendment of the Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph E and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Class A Preferred against impairment.

[7] Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Paragraph E, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Class A Preferred a certificate executed by the Corporation's President or Chief Financial Officer setting forth such adjustment or readjustment and

showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Class A Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price in effect at the time, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Class A Preferred.

[8] Notices of Record Date. If at any time the Corporation shall propose (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Class A Preferred:

[i] At least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

[ii] In the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

[9] Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Class A Preferred pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

[10] Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purposes of effecting the conversion of the shares of the Class A Preferred, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class A Preferred; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Class A Preferred, the Corporation will take such corporate action as may, in opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

[11] Fractional Shares. No fractional share be issued upon the conversion of any share or shares of Class A Preferred. All shares of Common Stock (including fractions thereof) issuable upon conversion of more than one share of Class A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

[12] Notices. Any notice required by the provisions of this Paragraph E to be given to the holders of shares of Class A preferred shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

F. Conversion upon Initial Public Offering. Each outstanding share of Class A Preferred shall automatically be converted into shares of Common Stock immediately upon the closing of the sale of shares of Common Stock in a firm commitment, underwritten public offering registered under the Securities Act, other than a registration relating solely to a transaction under Rule 145 under the Securities Act (or any successor provision) or to an employee benefit plan of the Corporation, at a public offering price (before underwriters' discounts and expenses) equal to or exceeding two times the Stated Value per share of Common Stock (as adjusted for any stock dividends, combinations or splits with respect to the Common Stock) in which the aggregate offering proceeds to the Corporation and/or any selling shareholders (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) exceed \$7,500,000.

G. Liquidation, Dissolution or Winding Up

[1] Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of Common Stock or other stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred unless, prior thereto, the holders of Class A Preferred shall have received the Stated Value per share, plus an amount equal to unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of such payment, and no more, in cash; provided, however that if a majority of the Board of Directors, including at least one-half of the Preferred Directors, determines it is not feasible for the Corporation to liquidate assets sufficient to pay the liquidating payment due the Common Stock entirely in cash, the portion of such payment not made in cash may be made in property, in whole or in part, valued as agreed upon by the Corporation and holders of a majority of the Common Stock or by appraisal by an independent appraiser mutually acceptable to the Corporation and holders of a majority of the Common Stock. If such liquidating payment shall have been made in full to the holders of the Class A Preferred, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock and other stock ranking junior to the Class A Preferred. If, upon any such liquidation, dissolution or other winding up of the affairs of the

Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Class A Preferred shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed ratably among the holders of the outstanding Class A Preferred.

[2] For purposes of this Paragraph G, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction) or (ii) a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Class A Preferred and Common Stock to receive at closing cash, securities or other property (valued as provided in Paragraph E[3][e] above), amounts to which they may be entitled pursuant to Paragraph G[1].

H. Redemption

[1] At any time on or after April 24, 2002, any holder of Class A Preferred may, at the holder's option, sell to the Corporation, and the Corporation shall buy from the holder, the holder's shares of Class A Preferred, at the "Redemption Price," plus an amount equal to all unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of redemption. The Redemption Price shall be the "fair market value" of the Class A Preferred to be redeemed, as determined in accordance with Paragraph H[2]. This option shall terminate upon the conversion of the shares of Class A Preferred pursuant to Paragraph F.

[2] To exercise the redemption rights pursuant to this Paragraph H the holder of Class A Preferred to be redeemed (the "Redeeming Holder") shall deliver written notice of the holder's election to redeem shares (the "Notice of Redemption") to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Redemption shall state the number and the Redeeming Holder's estimate of the fair market value of the shares of Class A Preferred to be converted. If the Corporation and the Redeeming Holder are unable to agree upon the Redemption Price, the Redemption Price shall be the agreed amount, and the Corporation shall pay the Redemption Price to the Redeeming Holder within ten days of the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. If the Corporation and the Redeeming Holder are unable to agree upon the Redemption Price, the Redemption Price shall be determined by appraisal in the manner set forth in Paragraph H[3].

[3] Not later than ten days after the delivery of the Notice of Redemption by a Redeeming Holder to the Corporation pursuant to Paragraph H[2], the Corporation shall appoint one appraiser and shall give the Redeeming Holder written notice of the appointment. Within ten days after the Corporation gives written notice of its appointment of an appraiser, the Redeeming Holder shall appoint an appraiser and give the Corporation written notice of that appointment. The two appraisers shall promptly appraise the shares of Class A Preferred in question

to determine their fair market value. In determining the fair market value of the shares of Class A Preferred in question, the appraisers shall determine the value of the Corporation as a whole, which shall then be multiplied by a fraction, the numerator of which shall be the number of shares of Common Stock into which the shares of Class A Preferred in question may be converted in accordance with Paragraph E[1], and the denominator of which shall be the sum of the number of shares of Common Stock then outstanding plus the maximum number of shares of Common Stock subject to issuance upon the exercise of all then outstanding options, warrants or other rights, including the conversion rights of holders of Class A Preferred pursuant to Paragraph E. The average of the two appraisals shall be determined and that average shall constitute the fair market value of the shares of Class A Preferred in question, which the appraisers shall report in writing to the Corporation and the Redeeming Holder. The Corporation shall pay the Redemption Price to the Redeeming Holder within ten days after both the delivery of the appraisers' report and the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. The Corporation shall pay the fees and expenses of the appraisers.

[4] Dividends on the shares to be redeemed pursuant to this Paragraph H shall cease to accrue, and all rights of the Redeeming Holder shall cease, upon the payment of the Redemption Price, plus any accrued but unpaid dividends, and the surrender of the certificates for any redeemed shares. The amount of dividends accruing during the period between the immediately preceding Quarterly Dividend Payment Date and the date of any redemption of Class A Preferred shall be prorated based upon the number of days between such dates. If the funds of the Corporation legally available for redemption of shares of Class A Preferred are insufficient to redeem the total number of shares of Class A Preferred submitted for redemption at any time, those funds that are legally available will be used to redeem the maximum possible number of such shares. Shares of Class A Preferred not redeemed shall remain outstanding and entitled to all rights and preferences provided in these Articles. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Class A Preferred, such funds will immediately be used to redeem the balance of the shares that the Corporation has become obligated to redeem, but which it has not redeemed.

I. Right of First Refusal. Holders of Class A Preferred ("Preferred Shareholders") shall have a right of first refusal to purchase any equity securities of the Corporation that the Corporation shall propose to offer to sell from time to time ("Offered Securities"), other than (a) a total of 400,000 shares of Common Stock issuable as provided in Paragraph E[3][a][iv][B], or (b) shares to be issued in connection with the acquisition of any business that shall have been approved by the Board of Directors as provided in Paragraph J[3]. The right of Preferred Shareholders provided by this Paragraph I shall have priority over any similar right of holders of any other class of the Corporation's capital stock. The Corporation shall deliver written notice to the Preferred Shareholders stating the amount, purchase price, and other terms of any proposed offering of Offered Securities by the Corporation. To purchase the Offered Securities, a Preferred Shareholder shall deliver written notice to the Corporation, not more than 30 days after the delivery of notice of the offering by the Corporation, designating the number of the Offered Securities that the Preferred Shareholder wishes to purchase (the "Designated Number"). If the sum of the Designated Numbers designated by the Preferred Shareholders is less than the number of Offered Securities, then the

Corporation shall promptly deliver to the Preferred Shareholders notice of the number of Offered Securities not designated along with a list of the Designated Numbers designated by each Preferred Shareholder. This procedure shall be repeated as many times as necessary (but in any event within 60 days after the Corporation delivers notice of the proposed offering) until the sum of the Designated Numbers equals or exceeds the number of Offered Securities or does not increase from the preceding notice delivered by the Corporation. Each Preferred Shareholder shall be deemed to have accepted the Offer with respect to the number of Offered Securities allocated to that Preferred Shareholder as follows: all of the Offered Securities shall be allocated (proportionately according to their respective ownership of Preferred Shares) among the Preferred Shareholders making designations, but in the allocation no Preferred Shareholder shall be allotted a number of Offered Securities greater than the aggregate of the Preferred Shareholder's Designated Numbers. A Preferred Shareholder shall pay for any Offered Securities such Shareholder purchases under this Paragraph I at the time and in the manner set forth in the Offer.

J. Certain Restrictions

[1] So long as any shares of Class A Preferred remain outstanding, the Corporation shall not, without the vote or prior written consent of the holders of at least 66.67% of the outstanding shares of Class A Preferred:

[a] Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any share or shares of Class A Preferred otherwise than by redemption in accordance with Paragraph H or by conversion in accordance with Paragraph E of these Articles;

[b] Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the Common Stock, or pay any dividend or other distribution on the Common Stock; provided, however, that this restriction shall not apply to the purchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to written agreements under which the Corporation has the option to repurchase its shares;

[c] Authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Class A Preferred as to dividend rights, redemption rights, or liquidation preferences;

[d] Effect any sale, lease, assignment, transfer, or other conveyance of all or substantially all of the assets of the Corporation or any of its subsidiaries, or any merger, consolidation or share exchange involving the Corporation or any of its subsidiaries, or any reclassification or other change of any stock, or any recapitalization of the Corporation;

[e] Permit any subsidiary to issue or sell, or obligate itself to issue or sell, except to the Corporation or any wholly owned subsidiary, any stock of such subsidiary;

[f] Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Class A Preferred;

[g] Be a party to or enter into any agreement that would prohibit or in any way restrict the Corporation from declaring or paying dividends on or redeeming the Class A Preferred, or performing any other obligation to the holders of the Class A Preferred imposed on the Corporation by these Articles;

[h] Effect, or enter into any agreement providing for the effectuation of, any transaction that would result in a change in control of the Corporation;

[i] Adopt any plan of dissolution or otherwise liquidate the Corporation or materially change the nature of the Corporation's business;

[j] Repay any loans to the Corporation by a shareholder; or

[k] Engage in any transaction with an affiliate of the Corporation having a value of more than \$10,000.

[2] The Corporation shall not amend these Articles or its Bylaws without the approval, by vote or written consent, by the holders of 66.67% of the Class A Preferred if such amendment would adversely affect any of the preferences, limitations or relative rights of the Class A Preferred. Without limiting the generality of the preceding sentence, the Corporation will not amend these Articles or its Bylaws without the approval of the holders of 66.67% of the Class A Preferred if such amendment would:

[a] Reduce the dividend rates on the Class A Preferred, make such dividend noncumulative, defer the date from which dividends will accrue, cancel accrued and unpaid dividends, or change the relative seniority rights of the holders of Class A Preferred as to the payment of dividends and in relation to the holders of any other capital stock of the Corporation;

[b] Reduce the amount payable to holders of Class A Preferred upon the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Class A Preferred to the rights upon liquidation or the holders of any other capital stock of the Corporation;

[c] Make the Class A Preferred redeemable at the option of the Corporation;

[d] Cancel or modify the conversion rights of Class A Preferred provided in Paragraphs E or F of these Articles; or

[e] Change the number of shares the Corporation is authorized to issue.

[3] The Corporation shall not, without the prior approval of both a majority of the Board of Directors and at least one-half of the Preferred Directors, acquire directly or indirectly any business, whether by purchase of assets, stock or otherwise, (A) for consideration, whether cash, notes, securities or otherwise, in excess of \$300,000 or which would cause the Corporation to exceed the total number of shares of Common Stock available for issuance to officers, directors, employees or consultants or in connection with acquisitions pursuant to Paragraph E[3][a][iv][B], or (B) which business has total liabilities exceeding its shareholders equity, both determined in accordance with generally accepted accounting principles

K. Reacquired Shares. Any shares of Class A Preferred that have been converted to Common Stock or have been purchased or otherwise acquired by the Corporation in any manner whatsoever may not be reissued.

L. Redemption Right in Connection with Acquisition Offers. If at any time the Corporation shall receive an offer in writing from an unaffiliated third party to acquire all of the issued and outstanding capital stock of the Corporation (the "Offer"), the Corporation shall, within three days of the delivery to the Corporation of a written request signed by a majority of the Preferred Directors, deliver a summary of the terms and conditions of the Offer to each holder of record of Class A Preferred. If within 20 days of such delivery holders of at a majority of the Class A Preferred so request in writing, the Corporation promptly shall either accept the Offer or shall deliver to each holder of record of Class A Preferred an irrevocable written offer to purchase all of the holder's shares of Class A Preferred on substantially the same terms and conditions as were contained in the Offer. The Corporation shall purchase the shares of any holder who accepts the Corporation's offer within ten days of the holder's delivery of a written acceptance and certificates representing the holder's shares of Class A Preferred to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred.

ENCFPREMIER1.AOA

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 963440737
CONTROL NUMBER: 9002052
EFFECTIVE DATE: 12/09/1996
REFERENCE : 0045
PRINT DATE : 12/09/1996
FORM NUMBER : 0111

JENNY MACRAE
12 PERIMETER CENTER EAST
SUITE 1220
ATLANTA, GA 30346

CERTIFICATE OF AMENDMENT

I, the Secretary of State and the Corporation
Commissioner of the State of Georgia, do hereby certify under the
seal of my office that

PREMIER APPRAISALS, INC..
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of
State and has paid the required fees as provided by Title 14 of
the Official Code of Georgia Annotated. Attached hereto is a true
and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the
State of Georgia on the date set forth above.



Lewis A. Massey

Lewis A. Massey
Secretary of State

a63440737

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PREMIER APPRAISALS, INC.

I.

The name of the corporation is PREMIER APPRAISALS, INC.

II.

Effective the date hereof, Articles III and IV of the Articles of Incorporation of PREMIER APPRAISALS, INC., are amended to read as set forth in EXHIBIT 1 attached hereto. All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on December 3, 1996.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 9th day of December, 1996.

PREMIER APPRAISALS, INC.

By: Michael W. Mattox
Michael W. Mattox, President

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SECRETARY OF STATE
Dec 9 11 20 AM '96
BSR (1)

Exhibit 1

PREMIER APPRAISALS, INC.

Text of Amended Articles III and IV of Articles of Incorporation

ARTICLE III

Authorized C. m. Stock

The aggregate number of shares the Corporation shall have authority to issue shall be 9,420,000 shares, divided into: (a) 6,000,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common"); (b) 500,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common"); (c) 2,500,000 shares of preferred stock ("Preferred Stock") with such preferences, limitations and relative rights as may be determined by the Board of Directors pursuant to Article IV(B); and (d) 420,000 shares of Class A Convertible Preferred Stock ("Class A Preferred"). The Class A Common and Class B Common are referred to together in these Articles as the "Common Stock."

ARTICLE IV

Relative Rights and Preferences

The preferences, limitations and relative rights of the shares of Common Stock, the shares of Preferred Stock and the shares of Class A Preferred shall be as follows:

(A) Common Stock. Each outstanding share of Class A Common shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The Class B Common shall have no voting rights, except as to such matters for which voting rights are expressly provided by the Georgia Business Corporation Code ("GBCC"). In all other respects, the preferences, limitations and relative rights of the shares of Class A Common and of Class B Common shall be identical. The Common Stock shall be subject to the provisions of Articles III and IV and the provisions of any resolution or resolutions validly adopted by the Board of Directors in exercise of the authority expressly vested in the Board of Directors by this Article IV.

(B) Preferred Stock. The Board of Directors may determine, in whole or in part, the preferences, limitations, and relative rights of the Preferred Stock, or one or more series of Preferred Stock, before the issuance of any such shares, which preferences, limitations and relative rights shall be specified in a subsequent amendment to these Articles of Incorporation adopted by the Board of Directors and may include, without limitation:

1. Special, conditional, or limited voting rights, or no right to vote (except to the extent prohibited by law);

2. Shares of Preferred Stock that are redeemable or convertible (i) at the option of the Corporation, the shareholder or another person or upon the occurrence of a designated event; (ii) for cash, indebtedness, securities, or other property; (iii) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;

3. Provisions entitling the holders to distributions calculated in any manner, including dividends that may be cumulative, noncumulative, or partially cumulative;

4. Preferences over any other class of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation; and

5. Other preferences, limitations, or relative rights not prohibited by law.

(C) Class A Convertible Preferred Stock

1. Stated Value. The stated value of the Class A Preferred shall be \$3.57143 per share, the original per share issue price (the "Stated Value").

2. Dividends and Distributions. The holders of shares of the Class A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation out of funds legally available for such purpose, cumulative dividends payable quarterly in cash on the first business day of January, April, July and October (each such date being referred to herein as a "Quarterly Dividend Payment Date"), accruing commencing with the date of issue of such shares, on shares of the Class A Preferred at the rate of 7% of the Stated Value (initially \$.25 per share) per annum. No interest shall be paid on accrued but unpaid dividends. Whenever dividends payable on the Class A Preferred are in arrears, thereafter and until dividends, including all accrued dividends, on shares of the Class A Preferred outstanding shall have been paid in full or declared and set apart for payment, the Corporation shall not pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any Common Stock or other shares ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred, except as authorized pursuant to Paragraph 10(a)(ii) of these Articles of Incorporation, as amended or restated from time to time (the "Articles").

3. Voting Rights. In addition to voting rights required by law or by these Articles, the holders of Class A Preferred shall be entitled to vote on all matters submitted to a vote of the Corporation's shareholders. Except as otherwise required by law or by these Articles, the holders of Class A Preferred and the holders of the Corporation's Class A Common shall vote together as one class on all matters submitted to a vote of the Corporation's shareholders other

than the election of directors, in which the holders of Class A Preferred shall vote as a separate voting group as provided in Paragraph 4. On any matter submitted to a shareholder vote, each holder of Class A Preferred shall be entitled to cast the number of votes that the holder thereof would have been entitled to cast if the holder's shares of Class A Preferred had been converted into shares of Class A Common pursuant to Paragraph 5 on the record date for determining the shareholders entitled to vote on the matter.

4. Board of Directors

(a) At each annual meeting of the shareholders of the Corporation, the holders of Class A Preferred, voting as a separate voting group, shall be entitled to elect a number of directors (the "Preferred Directors") equal to the greatest integral number that does not exceed two-fifths (2/5) of the total number of directors, or two directors, whichever is greater, and the remaining members of the Board of Directors shall be elected by the Corporation's shareholders other than Class A Preferred entitled to vote for the election of directors.

(b) The Preferred Directors may be removed only by the vote of holders of the majority of shares of Class A Preferred at a meeting of holders of Class A Preferred called for that purpose. Any vacancy among the Preferred Directors may be filled by designation to the Corporation in writing by the remaining Preferred Director(s) or, if not so filled within thirty days after the vacancy occurs, by the holders of the Class A Preferred at any meeting, annual or special, for the election of directors held thereafter. A vacancy created by the removal of a Preferred Director may be filled at the same meeting at which such removal was voted.

5. Conversion at the Holder's Option

(a) Conversion Right. Each share of Class A Preferred may be converted, at the option of the holder thereof, into the number of shares of Class A Common determined by dividing the Stated Value by the Conversion Price in effect on the date the Notice of Conversion is delivered to the Corporation in accordance with Paragraph 5(b). The Conversion Price shall initially be \$3.57143 per share of Class A Common.

(b) Conversion Procedure

(i) To exercise the conversion rights pursuant to this Paragraph 5, the holder of Class A Preferred shall deliver written notice of the holder's election to convert shares of Class A Preferred (the "Notice of Conversion") together with duly endorsed certificates representing the shares of Class A Preferred to be converted, to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Conversion shall state the number of shares of Class A Preferred to be converted and the name or names in which one or more certificates representing shares of Class A Common shall be issued. As soon as practicable thereafter, the Corporation shall issue and deliver to the converting holder certificates representing the number of shares of Class A Common to which the converting

holder shall be entitled upon the conversion of the shares of Class A Preferred in accordance with the Notice of Conversion. Such conversion shall be deemed to have been made immediately before the close of business on the date of surrender of the shares Class A Preferred to be converted, and the person or persons entitled to receive the shares of Class A Common issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common on such date.

(ii) If the conversion is in connection with an underwritten offering of Corporation's securities pursuant to the Securities Act of 1933, as amended (the "Securities Act"), conversion may, at the option of any holder tendering shares of Class A Preferred for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such an offering, in which event the holder shall not be deemed to have converted the shares of Class A Preferred until immediately before the closing of the sale of securities.

(c) Adjustments to Conversion Price for Certain Diluting Issues

(i) Special Definitions. For purposes of this Paragraph 5(c), the following definitions apply:

(1) "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (defined below).

(2) "Conversion Adjustment Date" shall mean January 1, 1997.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Class A Preferred) or other securities convertible into or exchangeable for Common Stock.

(4) "Additional Shares of Common Stock" shall mean all shares of Class A Common and Class B Common issued (or, pursuant to Paragraph 5(c)(iii), deemed to be issued) by the Corporation after the Conversion Adjustment Date, other than shares of Common Stock issued or issuable:

(A) Upon conversion of shares of Class A Preferred or shares of any Preferred Stock with rights of conversion;

(B) To officers, directors or employees of, or consultants to, the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors, or in connection with certain acquisitions of businesses or assets approved by the Board of Directors and, if applicable, the Class A Preferred shareholders; provided, that the shares issuable pursuant to this clause B shall be shares of Class B Common

and shall not exceed 400,000 shares (net of any repurchase of such shares or cancellations or expirations of options), subject to adjustment for all subdivisions and combinations.

(C) As a dividend or distribution on Class A Preferred or any shares of Preferred Stock;

(D) For which adjustment of the Conversion Price is made pursuant to Paragraph 5(d);

or

(E) To holders of Class A Preferred Shares pursuant to offerings made by the Company to all holders of Class A Preferred Shares to purchase shares of Common Stock in an amount proportionate to the number of Class A Preferred Shares they own, provided that each such holder is offered an amount proportionate to the number of Class A Preferred Shares he or it owns.

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Paragraph 5(c)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. If at any time or from time to time after the Conversion Adjustment Date, the Corporation shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) No further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock

issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Class A Common previously issued upon conversion of the Class A Preferred);

(3) Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) In the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(B) In the case of Options for Convertible Securities; only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Paragraph 5(c)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) No readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount that exceeds the lower of (a) the Conversion Price on the Conversion Adjustment Date, or (b) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the Conversion Adjustment Date and such readjustment date;

(5) In the case of any Options that expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. If at any time or from time to time after the Conversion Adjustment Date, the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Paragraph 5(c)(iii) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately before such issue, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately before such issue plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately before such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately before such issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately before such issue shall be calculated on a fully diluted basis, if all shares of Class A Preferred and all Convertible Securities had been fully converted into shares of Common Stock immediately before such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately before such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date, but not including in such calculation any additional shares of Common Stock issuable with respect to shares of Class A Preferred, Convertible Securities, or outstanding options, warrants or other rights for the purchase of shares of stock or convertible securities, solely as a result of the adjustment of the Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(v) Determination of Consideration. For purposes of this Paragraph 5(c), the consideration received by the Corporation for the issuance of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(A) Insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) Insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(C) If Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Paragraph 5(c)(iii), relating to Options and Convertible Securities shall be determined by dividing:

(A) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(B) The maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

(d) Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. If the Corporation at any time or from time to time after the Conversion Adjustment Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or if the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately before such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. If the Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(e) Adjustments for Reclassification and Reorganization. If the Class A Common issuable upon conversion of the Class A Preferred shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital

reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Paragraph 5(d) above or a merger or other reorganization referred to in Paragraph 7(b) below), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Class A Preferred shall be convertible into, in lieu of the number of shares of Common Stock that the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Class A Preferred immediately before that change.

(f) No Impairment. The Corporation will not, by amendment of the Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph 5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Class A Preferred against impairment.

(g) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Paragraph 5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Class A Preferred a certificate executed by the Corporation's President or Chief Financial Officer setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Class A Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price in effect at the time, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Class A Preferred.

(h) Notices of Record Date. If at any time the Corporation shall propose (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Class A Preferred:

(1) At least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

(2) In the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Class A Preferred pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common, solely for the purposes of effecting the conversion of the shares of the Class A Preferred, such number of its shares of Class A Common as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class A Preferred; and if at any time the number of authorized but unissued shares of Class A Common shall not be sufficient to effect the conversion of all then outstanding shares of the Class A Preferred, the Corporation will take such corporate action as may, in opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

(k) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Class A Preferred. All shares of Class A Common (including fractions thereof) issuable upon conversion of more than one share of Class A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Class A Common, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(i) Notices. Any notice required by the provisions of this Paragraph 5 to be given to the holders of shares of Class A Preferred shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or

nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

6. Conversion upon Initial Public Offering. Each outstanding share of Class A Preferred shall automatically be converted into shares of Class A Common immediately upon the closing of the sale of shares of Class A Common in a firm commitment, underwritten public offering registered under the Securities Act, other than a registration relating solely to a transaction under Rule 145 under the Securities Act (or any successor provision) or to an employee benefit plan of the Corporation, at a public offering price (before underwriters' discounts and expenses) equal to or exceeding two times the Stated Value per share of Class A Common (as adjusted for any stock dividends, combinations or splits with respect to the Class A Common) in which the aggregate offering proceeds to the Corporation and/or any selling shareholders (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) exceed \$7,500,000.

7. Liquidation, Dissolution or Winding Up

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of Common Stock or other stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred unless, prior thereto, the holders of Class A Preferred shall have received the Stated Value per share, plus an amount equal to unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of such payment, and no more, in cash; provided, however that if a majority of the Board of Directors, including at least one-half of the Preferred Directors, determines it is not feasible for the Corporation to liquidate assets sufficient to pay the liquidating payment due the Class A Common entirely in cash, the portion of such payment not made in cash may be made in property, in whole or in part, valued as agreed upon by the Corporation and holders of a majority of the Class A Common or by appraisal by an independent appraiser mutually acceptable to the Corporation and holders of a majority of the Class A Common. If such liquidating payment shall have been made in full to the holders of the Class A Preferred, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock and other stock ranking junior to the Class A Preferred. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Class A Preferred shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed ratably among the holders of the outstanding Class A Preferred.

(b) For purposes of this Paragraph 7, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction) or (ii) a sale of all or substantially all of the assets of the Corporation, shall be

treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Class A Preferred and Common Stock to receive at closing in cash, securities or other property (valued as provided in Paragraph 5(c)(v) above), amounts to which they may be entitled pursuant to Paragraph 7(a).

8. Redemption

(a) At any time on or after April 24, 2002, any holder of Class A Preferred may, at the holder's option, sell to the Corporation, and the Corporation shall buy from the holder, the holder's shares of Class A Preferred, at the "Redemption Price," plus an amount equal to all unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of redemption. The Redemption Price shall be the "fair market value" of the Class A Preferred to be redeemed, as determined in accordance with Paragraph 8(b). This option shall terminate upon the conversion of the shares of Class A Common pursuant to Paragraph 6.

(b) To exercise the redemption rights pursuant to this Paragraph 8, the holder of Class A Preferred to be redeemed (the "Redeeming Holder") shall deliver written notice of the holder's election to redeem shares (the "Notice of Redemption") to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Redemption shall state the number and the Redeeming Holder's estimate of the fair market value of the shares of Class A Preferred to be converted. If the Corporation and the Redeeming Holder are able to agree upon the Redemption Price, the Redemption Price shall be the agreed amount, and the Corporation shall pay the Redemption Price to the Redeeming Holder within ten days of the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. If the Corporation and the Redeeming Holder are unable to agree upon the Redemption Price, the Redemption Price shall be determined by appraisal in the manner set forth in Paragraph 8(c).

(c) Not later than ten days of the delivery of the Notice of Redemption by a Redeeming Holder to the Corporation pursuant to Paragraph 8(b), the Corporation shall appoint one appraiser and shall give the Redeeming Holder written notice of the appointment. Within ten days after the Corporation gives written notice of its appointment of an appraiser, the Redeeming Holder shall appoint an appraiser and give the Corporation written notice of that appointment. The two appraisers shall promptly appraise the shares of Class A Preferred in question to determine their fair market value. In determining the fair market value of the shares of Class A Preferred in question, the appraisers shall determine the value of the Corporation as a whole, which shall then be multiplied by a fraction, the numerator of which shall be the number of shares of Class A Common into which the shares of Class A Preferred in question may be converted in accordance with Paragraph 5(a), and the denominator of which shall be the sum of the number of shares of Common Stock then outstanding plus the maximum number of shares of Common Stock subject to issuance upon the exercise of all then outstanding options, warrants or other rights, including the conversion rights of holders of Class A Preferred pursuant

to Paragraph 5. The average of the two appraisals shall be determined and that average shall constitute the fair market value of the shares of Class A Preferred in question, which the appraisers shall report in writing to the Corporation and the Redeeming Holder. The Corporation shall pay the Redemption Price to the Redeeming Holder within ten days after both the delivery of the appraisers' report and the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. The Corporation shall pay the fees and expenses of the appraisers.

(d) Dividends on the shares to be redeemed pursuant to this Paragraph 8 shall cease to accrue, and all rights of the Redeeming Holder shall cease, upon the payment of the Redemption Price, plus any accrued but unpaid dividends, and the surrender of the certificates for any redeemed shares. The amount of dividends accruing during the period between the immediately preceding Quarterly Dividend Payment Date and the date of any redemption of Class A Preferred shall be prorated based upon the number of days between such dates. If the funds of the Corporation legally available for redemption of shares of Class A Preferred are insufficient to redeem the total number of shares of Class A Preferred submitted for redemption at any time, those funds that are legally available will be used to redeem the maximum possible number of such shares. Shares of Class A Preferred not redeemed shall remain outstanding and entitled to all rights and preferences provided in these Articles. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Class A Preferred, such funds will immediately be used to redeem the balance of the shares that the Corporation has become obligated to redeem, but which it has not redeemed.

9. Right of First Refusal. Holders of Class A Preferred ("Preferred Shareholders") shall have a right of first refusal to purchase any equity securities of the Corporation that the Corporation shall propose to offer to sell from time to time ("Offered Securities"), other than (a) a total of 400,000 shares of Class B Common issuable as provided in Paragraph 5(c)(i)(4)(B), or (b) shares to be issued in connection with the acquisition of any business that shall have been approved by the Board of Directors as provided in Paragraph 10(c). The right of Preferred Shareholders provided by this Paragraph 9 shall have priority over any similar right of holders of any other class of the Corporation's capital stock. The Corporation shall deliver written notice to the Preferred Shareholders stating the amount, purchase price, and other terms of any proposed offering of Offered Securities by the Corporation. To purchase the Offered Securities, a Preferred Shareholder shall deliver written notice to the Corporation, not more than 30 days after the delivery of notice of the offering by the Corporation, designating the number of the Offered Securities that the Preferred Shareholder wishes to purchase (the "Designated Number"). If the sum of the Designated Numbers designated by the Preferred Shareholders is less than the number of Offered Securities, then the Corporation shall promptly deliver to the Preferred Shareholders notice of the number of Offered Securities not designated along with a list of the Designated Numbers designated by each Preferred Shareholder. This procedure shall be repeated as many times as necessary (but in any event within 60 days after the Corporation delivers notice of the proposed offering) until the sum of the Designated Numbers equals or exceeds the number

of Offered Securities or does not increase from the preceding notice delivered by the Corporation.

Each Preferred Shareholder shall be deemed to have accepted the Offer with respect to the number of Offered Securities allocated to that Preferred Shareholder as follows: all of the Offered Securities shall be allocated (proportionately according to their respective ownership of Preferred Shares) among the Preferred Shareholders making designations, but in the allocation no Preferred Shareholder shall be allocated a number of Offered Securities greater than the aggregate of the Preferred Shareholder's Designated Numbers. A Preferred Shareholder shall pay for any Offered Securities such Shareholder purchases under this Paragraph 9 at the time and in the manner set forth in the Offer.

10. Certain Restrictions

(a) So long as any shares of Class A Preferred remain outstanding, the Corporation shall not, without the vote or prior written consent of the holders of at least 66.67% of the outstanding shares of Class A Preferred:

(i) Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any share or shares of Class A Preferred otherwise than by redemption in accordance with Paragraph 8 or by conversion in accordance with Paragraph 5 of these Articles;

(ii) Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the Common Stock, or pay any dividend or other distribution on the Common Stock; provided, however, that this restriction shall not apply to the purchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to written agreements under which the Corporation has the option to repurchase its shares;

(iii) Authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Class A Preferred as to dividend rights, redemption rights, or liquidation preferences;

(iv) Effect any sale, lease, assignment, transfer, or other conveyance of all or substantially all of the assets of the Corporation or any of its subsidiaries, or any merger, consolidation or share exchange involving the Corporation or any of its subsidiaries, or any reclassification or other change of any stock, or any recapitalization of the Corporation;

(v) Permit any subsidiary to issue or sell, or obligate itself to issue or sell, except to the Corporation or any wholly owned subsidiary, any stock of such subsidiary;

(vi) Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Class A Preferred.

(vii) Be a party to or enter into any agreement that would prohibit or in any way restrict the Corporation from declaring or paying dividends on, or redeeming, the Class A Preferred, or performing any other obligation to the holders of the Class A Preferred imposed on the Corporation by these Articles,

(viii) Effect, or enter into any agreement providing for the effectuation of, any transaction that would result in a change in control of the Corporation;

(ix) Adopt any plan of dissolution or otherwise liquidate the Corporation or materially change the nature of the Corporation's business;

(x) Repay any loans to the Corporation by a shareholder; or

(xi) Engage in any transaction with an affiliate of the Corporation having a value of more than \$10,000.

(b) The Corporation shall not amend these Articles or its Bylaws without the approval, by vote or written consent, by the holders of 66.67% of the Class A Preferred if such amendment would adversely affect any of the preferences, limitations or relative rights of the Class A Preferred. Without limiting the generality of the preceding sentence, the Corporation will not amend these Articles or its Bylaws without the approval of the holders of 66.67% of the Class A Preferred if such amendment would:

(i) Reduce the dividend rates on the Class A Preferred, make such dividend noncumulative, defer the date from which dividends will accrue, cancel accrued and unpaid dividends, or change the relative seniority rights of the holders of Class A Preferred as to the payment of dividends and in relation to the holders of any other capital stock of the Corporation;

(ii) Reduce the amount payable to holders of Class A Preferred upon the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Class A Preferred to the rights upon liquidation of the holders of any other capital stock of the Corporation;

(iii) Make the Class A Preferred redeemable at the option of the Corporation;

(iv) Cancel or modify the conversion rights of Class A Preferred provided in Paragraphs 5 or 6 of these Articles;

or

(v) Change the number of shares the Corporation is authorized to issue.

(c) The Corporation shall not, without the prior approval of both a majority of the Board of Directors and at least one-half of the Preferred Directors, acquire directly or indirectly any business, whether by purchase of assets, stock or otherwise, (A) for consideration, whether cash, notes, securities or otherwise, in excess of \$300,000 or which would cause the Corporation to exceed the total number of shares of Class B Common available for issuance to officers, directors, employees or consultants or in connection with acquisitions pursuant to Paragraph 5(c)(i)(4)(B), or (B) which business has total liabilities exceeding its shareholders equity, both determined in accordance with generally accepted accounting principles.

11. Reacquired Shares. Any shares of Class A Preferred that have been converted to Class A Common or have been purchased or otherwise acquired by the Corporation in any manner whatsoever may not be reissued.

12. Redemption Right in Connection with Acquisition Offers. If at any time the Corporation shall receive an offer in writing from an unaffiliated third party to acquire all of the issued and outstanding capital stock of the Corporation (the "Offer"), the Corporation shall, within three days of the delivery to the Corporation of a written request signed by a majority of the Preferred Directors, deliver a summary of the terms and conditions of the Offer to each holder of record of Class A Preferred. If within 20 days of such delivery holders of at a majority of the Class A Preferred so request in writing, the Corporation promptly shall either accept the Offer or shall deliver to each holder of record of Class A Preferred an irrevocable written offer to purchase all of the holder's shares of Class A Preferred on substantially the same terms and conditions as were contained in the Offer. The Corporation shall purchase the shares of any holder who accepts the Corporation's offer within ten days of the holder's delivery of a written acceptance and certificates representing the holder's shares of Class A Preferred to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred.

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Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960880182
CONTROL NUMBER: 9002052
EFFECTIVE DATE: 03/19/1996
REFERENCE : 0064
PRINT DATE : 03/28/1996
FORM NUMBER : 111

HIRM DOHENY REED & HARPER
STEPHEN R. REILY
2000 MEIDINGER TOWER
LOUISVILLE KY 40202

CERTIFICATE OF AMENDMENT

I, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PREMIER APPRAISALS, INC.
A DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

960880182
\$20.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PREMIER APPRAISALS, INC.

I.

The name of the corporation is PREMIER APPRAISALS, INC.

II.

Effective the date hereof, Articles VI of the Articles of Incorporation of PREMIER APPRAISALS, INC., is amended to read as follows:

ARTICLE VI

BOARD OF DIRECTORS

The number of members of the Corporation's Board of Directors shall be as set forth in the Bylaws of the Corporation.

All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on March 8, 1996.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 8th day of March, 1996.

PREMIER APPRAISALS, INC.

By: Michael W. Mattox
Michael W. Mattox, President

SECRETARY OF STATE

MAR 19 2 53 PM '96

BSR

Secretary of State

Corporations Division

Suite 315, West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 951141001
CONTROL NUMBER: 9002052
EFFECTIVE DATE: 04/24/1995
REFERENCE : 0069
PRINT DATE : 04/24/1995
FORM NUMBER : 0111

DAILEY MATTOX & CHAMBLISS, P.C.
MICHAEL W. MATTOX
3490 PIEDMONT RD, NE, STE 1050
ATLANTA, GA 30305

CERTIFICATE OF AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

PREMIER APPRAISALS, INC.
A. DOMESTIC PROFIT CORPORATION

has filed articles of amendment in the office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

111/951141001

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PREMIER APPRAISALS, INC.

I.

The name of the corporation is PREMIER APPRAISALS, INC.

II.

Effective the date hereof, Articles III, IV and VI of the Articles of Incorporation of PREMIER APPRAISALS, INC., are amended to read as set forth in EXHIBIT 1 attached hereto. All other provisions of the Articles of Incorporation shall remain in full force and effect.

III.

This amendment was duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Georgia Business Corporation Code and adopted on May 24, 1995.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 24th day of May, 1995.

PREMIER APPRAISALS, INC.

By: Faye A. Wallace

Faye A. Wallace, President

ATTEST:

By: R. Michael Wallace

R. Michael Wallace, Secretary

RECEIVED
MAY 24 11 03 PM '95
BSR (1)

EXHIBIT 1

PREMIER APPRAISALS, INC.

Text of Amended Articles III, IV and VI of Articles of Incorporation

ARTICLE III

Authorized Capital Stock

The aggregate number of shares the Corporation shall have authority to issue shall be 2,720,000 shares divided into: (a) 1,800,000 shares of Class A Common Stock, par value \$0.01 per share ("Class A Common"); (b) 500,000 shares of Class B Common Stock, par value \$0.01 per share ("Class B Common"); and (c) 420,000 shares of Class A Convertible Preferred Stock ("Class A Preferred"). The Class A Common and Class B Common are referred to together in these Articles as the "Common Stock."

ARTICLE IV

Relative Rights and Preferences

The preferences, limitations and relative rights of the shares of Common Stock and the shares of Class A Preferred shall be as follows:

(A) Common Stock. Each outstanding share of Class A Common shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders. The Class B Common shall have no voting rights, except as to such matters for which voting rights are expressly provided by the Georgia Business Corporation Code ("GBCC"). In all other respects, the preferences, limitations and relative rights of the shares of Class A Common and of Class B Common shall be identical. The Common Stock shall be subject to the provisions of Articles III and IV and the provisions of any resolution or resolutions validly adopted by the Board of Directors in exercise of the authority expressly vested in the Board of Directors by this Article IV.

(B) Class A Convertible Preferred Stock

1. Stated Value. The stated value of the Class A Preferred shall be \$3.5714 per share, the original per share issue price (the "Stated Value").

2. Dividends and Distributions. The holders of shares of the Class A Preferred shall be entitled to receive, when, as and if declared by the Board of Directors of the Corporation out of funds legally available for such purpose, cumulative dividends payable quarterly in cash on the first business day of January, April, July and October (each such date being referred to herein as a "Quarterly Dividend Payment Date"), accruing commencing with the date of issue of such shares, on shares of the Class A Preferred at the rate of 7% of the Stated Value (initially \$.25 per share) per annum. No interest shall be paid on accrued but unpaid dividends. Whenever dividends payable on the Class A Preferred are in arrears, thereafter and until dividends, including all accrued dividends, on shares of the Class A Preferred outstanding shall

have been paid in full or declared and set apart for payment, the Corporation shall not pay dividends on, make any other distributions on, or redeem or purchase or otherwise acquire for consideration any Common Stock or other shares ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred, except as authorized pursuant to Paragraph 10(a)(ii) of these Articles of Incorporation, as amended or restated from time to time (the "Articles").

3. Voting Rights. In addition to voting rights required by law or by these Articles, the holders of Class A Preferred shall be entitled to vote on all matters submitted to a vote of the Corporation's shareholders. Except as otherwise required by law or by these Articles, the holders of Class A Preferred and the holders of the Corporation's Class A Common shall vote together as one class on all matters submitted to a vote of the Corporation's shareholders other than the election of directors, in which the holders of Class A Preferred shall vote as a separate voting group as provided in Paragraph 4. On any matter submitted to a shareholder vote, each holder of Class A Preferred shall be entitled to cast the number of votes that the holder thereof would have been entitled to cast if the holder's shares of Class A Preferred had been converted into shares of Class A Common pursuant to Paragraph 5 on the record date for determining the shareholders entitled to vote on the matter.

4. Board of Directors

(a) At each annual meeting of the shareholders of the Corporation, the holders of Class A Preferred, voting as a separate voting group, shall be entitled to elect a number of directors (the "Preferred Directors") equal to the greatest integral number that does not exceed two-fifths (2/5) of the total number of directors, or two directors, whichever is greater, and the remaining members of the Board of Directors shall be elected by the Corporation's shareholders other than Class A Preferred entitled to vote for the election of directors.

(b) The Preferred Directors may be removed only by the vote of holders of the majority of shares of Class A Preferred at a meeting of holders of Class A Preferred called for that purpose. Any vacancy among the Preferred Directors may be filled by designation to the Corporation in writing by the remaining Preferred Director(s) or, if not so filled within thirty days after the vacancy occurs, by the holders of the Class A Preferred at any meeting, annual or special, for the election of directors held thereafter. A vacancy created by the removal of a Preferred Director may be filled at the same meeting at which such removal was voted.

5. Conversion at the Holder's Option

(a) Conversion Right. Each share of Class A Preferred may be converted, at the option of the holder thereof, into the number of shares of Class A Common determined by dividing the Stated Value by the Conversion Price in effect on the date the Notice of Conversion is delivered to the Corporation in accordance with Paragraph 5(b). The Conversion Price shall initially be \$3.57143 per share of Class A Common.

(b) Conversion Procedure

(i) To exercise the conversion rights pursuant to this Paragraph 5, the holder of Class A Preferred shall deliver written notice of the holder's election to convert shares of Class A Preferred (the "Notice of Conversion") together with duly endorsed certificates representing the shares of Class A Preferred to be converted, to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Conversion shall state the number of shares of Class A Preferred to be converted and the name or names in which one or more certificates representing shares of Class A Common shall be issued. As soon as practicable thereafter, the Corporation shall issue and deliver to the converting holder certificates representing the number of shares of Class A Common to which the converting holder shall be entitled upon the conversion of the shares of Class A Preferred in accordance with the Notice of Conversion. Such conversion shall be deemed to have been made immediately before the close of business on the date of surrender of the shares Class A Preferred to be converted, and the person or persons entitled to receive the shares of Class A Common issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of Class A Common on such date.

(ii) If the conversion is in connection with an underwritten offering of Corporation's securities pursuant to the Securities Act of 1933, as amended (the "Securities Act"), conversion may, at the option of any holder tendering shares of Class A Preferred for conversion, be conditioned upon the closing with the underwriters of the sale of securities pursuant to such an offering, in which event the holder shall not be deemed to have converted the shares of Class A Preferred until immediately before the closing of the sale of securities.

(c) Adjustments to Conversion Price for Certain Diluting Issues

(i) Special Definitions. For purposes of this Paragraph 5(c), the following definitions apply:

(1) "Options" shall mean rights, options, or warrants to subscribe for, purchase or otherwise acquire either Common Stock or Convertible Securities (defined below).

(2) "Original Issue Date" shall mean the date on which a share of Class A Preferred was first issued.

(3) "Convertible Securities" shall mean any evidences of indebtedness, shares (other than Common Stock and Class A Preferred) or other securities convertible into or exchangeable for Common Stock.

(4) "Additional Shares of Common Stock" shall mean all shares of Class A Common and Class B Common issued (or, pursuant to Paragraph 5(c)(iii), deemed to be issued) by the Corporation after the Original Issue Date, other than shares of Common Stock issued or issuable:

(A) Upon conversion of shares of Class A Preferred;

(B) To officers, directors or employees of, or consultants to, the Corporation pursuant to stock option or stock purchase plans or agreements on terms approved by the Board of Directors, or in connection with certain acquisitions of businesses or assets approved by the Board of Directors and, if applicable, the Class A Preferred shareholders; provided, that the shares issuable pursuant to this clause B shall be shares of Class B Common and shall not exceed 180,000 shares (net of any repurchase of such shares or cancellations or expirations of options), subject to adjustment for all subdivisions and combinations.

(C) As a dividend or distribution on Class A Preferred;
or

(D) For which adjustment of the Conversion Price is made pursuant to Paragraph 5(d).

(ii) No Adjustment of Conversion Price. Any provision herein to the contrary notwithstanding, no adjustment in the Conversion Price shall be made in respect of the issuance of Additional Shares of Common Stock unless the consideration per share (determined pursuant to Paragraph 5(c)(v) hereof) for an Additional Share of Common Stock issued or deemed to be issued by the Corporation is less than the Conversion Price in effect on the date of, and immediately prior to, such issue.

(iii) Deemed Issue of Additional Shares of Common Stock. If at any time or from time to time after the Original Issue Date, the Corporation shall issue any Options or Convertible Securities or shall fix a record date for the determination of holders of any class of securities then entitled to receive any such Options or Convertible Securities, then the maximum number of shares (as set forth in the instrument relating thereto without regard to any provisions contained therein designed to protect against dilution) of Common Stock issuable upon the exercise of such Options or, in the case of Convertible Securities, the conversion or exchange of such Convertible Securities, shall be deemed to be Additional Shares of Common Stock issued as of the time of such issue or, in case such a record date shall have been fixed, as of the close of business on such record date, provided that in any such case in which Additional Shares of Common Stock are deemed to be issued:

(1) No further adjustments in the Conversion Price shall be made upon the subsequent issue of Convertible Securities or shares of Common Stock upon the exercise of such Options or conversion or exchange of such Convertible Securities;

(2) If such Options or Convertible Securities by their terms provide, with the passage of time or otherwise, for any increase or decrease in the consideration payable to the Corporation, or decrease or increase in the number of shares of Common Stock issuable, upon the exercise, conversion or exchange thereof, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon any such increase or decrease becoming effective, be recomputed to reflect such increase or decrease insofar as it affects such Options or the rights of conversion or exchange under such Convertible Securities (provided, however, that no such adjustment of the Conversion Price shall affect Class A Common previously issued upon conversion of the Class A Preferred);

(3) Upon the expiration of any such Options or any rights of conversion or exchange under such Convertible Securities that shall not have been exercised, the Conversion Price computed upon the original issue thereof (or upon the occurrence of a record date with respect thereto), and any subsequent adjustments based thereon, shall, upon such expiration, be recomputed as if:

(A) In the case of Convertible Securities or Options for Common Stock, the only Additional Shares of Common Stock issued were the shares of Common Stock, if any, actually issued upon the exercise of such Options or the conversion or exchange of such Convertible Securities and the consideration received therefor was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration actually received by the Corporation upon such exercise, or for the issue of all such Convertible Securities that were actually converted or exchanged, plus the additional consideration, if any, actually received by the Corporation upon such conversion or exchange; and

(B) In the case of Options for Convertible Securities; only the Convertible Securities, if any, actually issued upon the exercise thereof were issued at the time of issue of such Options, and the consideration received by the Corporation for the Additional Shares of Common Stock deemed to have been then issued was the consideration actually received by the Corporation for the issue of all such Options, whether or not exercised, plus the consideration deemed to have been received by the Corporation (determined pursuant to Paragraph 5(c)) upon the issue of the Convertible Securities with respect to which such Options were actually exercised;

(4) No readjustment pursuant to clause (2) or (3) above shall have the effect of increasing the Conversion Price to an amount that exceeds the lower of (a) the Conversion Price on the original adjustment date, or (b) the Conversion Price that would have resulted from any issuance of Additional Shares of Common Stock between the original adjustment date and such readjustment date;

(5) In the case of any Options that expire by their terms not more than 30 days after the date of issue thereof, no adjustment of the Conversion Price shall be made until the expiration or exercise of all such Options, whereupon such adjustment shall be made in the same manner provided in clause (3) above.

(iv) Adjustment of Conversion Price Upon Issuance of Additional Shares of Common Stock. If at any time after the Original Issue Date the Corporation shall issue Additional Shares of Common Stock (including Additional Shares of Common Stock deemed to be issued pursuant to Paragraph 5(c)(iii) without consideration or for a consideration per share less than the Conversion Price in effect on the date of and immediately before such issue, then the Conversion Price shall be reduced, concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying such Conversion Price by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately before such issue plus the number of shares of Common Stock that the aggregate consideration received by the Corporation for the total number of Additional Shares of Common Stock so issued would purchase at such Conversion Price in effect immediately before such issuance, and the denominator of which shall be the number of shares of Common Stock outstanding immediately

before such issue plus the number of such Additional Shares of Common Stock so issued. For the purpose of the above calculation, the number of shares of Common Stock outstanding immediately before such issue shall be calculated on a fully diluted basis, if all shares of Class A Preferred and all Convertible Securities had been fully converted into shares of Common Stock immediately before such issuance and any outstanding warrants, options or other rights for the purchase of shares of stock or convertible securities had been fully exercised immediately before such issuance (and the resulting securities fully converted into shares of Common Stock, if so convertible) as of such date, but not including in such calculation any additional shares of Common Stock issuable with respect to shares of Class A Preferred, Convertible Securities, or outstanding options, warrants or other rights for the purchase of shares of stock or convertible securities, solely as a result of the adjustment of the Conversion Price (or other conversion ratios) resulting from the issuance of the Additional Shares of Common Stock causing the adjustment in question.

(v) Determination of Consideration. For purposes of this Paragraph 5(c), the consideration received by the Corporation for the issuance of any Additional Shares of Common Stock shall be computed as follows:

(1) Cash and Property. Such consideration shall:

(A) Insofar as it consists of cash, be computed at the aggregate amount of cash received by the Corporation excluding amounts paid or payable for accrued interest or accrued dividends;

(B) Insofar as it consists of property other than cash, be computed at the fair value thereof at the time of such issue, as determined in good faith by the Board of Directors; and

(C) If Additional Shares of Common Stock are issued together with other shares or securities or other assets of the Corporation for consideration that covers both, be the proportion of such consideration so received, computed as provided in clauses (A) and (B) above, as determined in good faith by the Board of Directors.

(2) Options and Convertible Securities. The consideration per share received by the Corporation for Additional Shares of Common Stock deemed to have been issued pursuant to Paragraph 5(c)(iii), relating to Options and Convertible Securities shall be determined by dividing:

(A) The total amount, if any, received or receivable by the Corporation as consideration for the issue of such Options or Convertible Securities, plus the minimum aggregate amount of additional consideration (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against dilution) payable to the Corporation upon the exercise of such Options or the conversion or exchange of such Convertible Securities, or in the case of Options for Convertible Securities, the exercise of such Options for Convertible Securities and the conversion or exchange of such Convertible Securities by

(B) The maximum number of shares of Common Stock (as set forth in the instruments relating thereto, without regard to any provision contained therein designed to protect against the dilution) issuable upon the exercise of such Options or conversion or exchange of such Convertible Securities.

(d) Adjustments to Conversion Price for Stock Dividends and for Combinations or Subdivisions of Common Stock. If the Corporation at any time or from time to time after the Original Issue Date shall declare or pay, without consideration, any dividend on the Common Stock payable in Common Stock or in any right to acquire Common Stock for no consideration, or shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise than by payment of a dividend in Common Stock or in any right to acquire Common Stock), or if the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately before such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate. If the Corporation shall declare or pay, without consideration, any dividend on the Common Stock payable in any right to acquire Common Stock for no consideration, then the Corporation shall be deemed to have made a dividend payable in Common Stock in an amount of shares equal to the maximum number of shares issuable upon exercise of such rights to acquire Common Stock.

(e) Adjustments for Reclassification and Reorganization. If the Class A Common issuable upon conversion of the Class A Preferred shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a subdivision or combination of shares provided for in Paragraph 5(d) above or a merger or other reorganization referred to in Paragraph 7(b) below), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted so that the Class A Preferred shall be convertible into, in lieu of the number of shares of Common Stock that the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Class A Preferred immediately before that change.

(f) No Impairment. The Corporation will not, by amendment of the Articles or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph 5 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Class A Preferred against impairment.

(g) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment of any Conversion Price pursuant to this Paragraph 5, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Class A Preferred a certificate executed by the Corporation's President or Chief Financial Officer setting forth such adjustment or readjustment.

and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Class A Preferred, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price in effect at the time, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Class A Preferred.

(h) Notices of Record Date. If at any time the Corporation shall propose (i) to declare any dividend or distribution upon its Common Stock, whether in cash, property, stock or other securities, whether or not a regular cash dividend and whether or not out of earnings or earned surplus, (ii) to offer for subscription pro rata to the holders of any class or series of its stock any additional shares of stock of any class or series or other rights; (iii) to effect any reclassification or recapitalization of its Common Stock outstanding involving a change in the Common Stock; or (iv) to merge or consolidate with or into any other corporation, or sell, lease or convey all or substantially all of its assets, or to liquidate, dissolve or wind up; then, in connection with each such event, the Corporation shall send to the holders of Class A Preferred:

(1) At least twenty (20) days' prior written notice of the date on which a record shall be taken for such dividend, distribution or subscription rights (and specifying the date on which the holders of Common Stock shall be entitled thereto) or for determining rights to vote, if any, in respect of the matters referred to in (iii) and (iv) above; and

(2) In the case of the matters referred to in (iii) and (iv) above, at least twenty (20) days' prior written notice of the date when the same shall take place (and specifying the date on which the holders of Common Stock shall be entitled to exchange their Common Stock for securities or other property deliverable upon the occurrence of such event).

(i) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of Class A Preferred pursuant hereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(j) Reservation of Stock Issuable Upon Conversion. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common, solely for the purposes of effecting the conversion of the shares of the Class A Preferred, such number of its shares of Class A Common as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Class A Preferred; and if at any time the number of authorized but unissued shares of Class A Common shall not be sufficient to effect the conversion of all then outstanding shares of the Class A Preferred, the Corporation will take such corporate action as may, in opinion of its counsel, be necessary to increase its authorized but unissued shares of Class A Common to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles.

(k) Fractional Shares. No fractional share shall be issued upon the conversion of any share or shares of Class A Preferred. All shares of Class A Common (including fractions

thereof) issuable upon conversion of more than one share of Class A Preferred by a holder thereof shall be aggregated for purposes of determining whether the conversion would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion would result in the issuance of a fraction of a share of Class A Common, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors).

(l) Notices. Any notice required by the provisions of this Paragraph 5 to be given to the holders of shares of Class A Preferred shall be deemed given if deposited in the United States mail, postage prepaid, or if sent by facsimile or delivered personally by hand or nationally recognized courier and addressed to each holder of record at such holder's address or facsimile number appearing in the records of the Corporation.

6. Conversion upon Initial Public Offering. Each outstanding share of Class A Preferred shall automatically be converted into shares of Class A Common immediately upon the closing of the sale of shares of Class A Common in a firm commitment, underwritten public offering registered under the Securities Act, other than a registration relating solely to a transaction under Rule 145 under the Securities Act (or any successor provision) or to an employee benefit plan of the Corporation, at a public offering price (before underwriters' discounts and expenses) equal to or exceeding two times the Stated Value per share of Class A Common (as adjusted for any stock dividends, combinations or splits with respect to the Class A Common) in which the aggregate offering proceeds to the Corporation and/or any selling shareholders (after deduction for underwriters' discounts and expenses relating to the issuance, including without limitation fees of the Corporation's counsel) exceed \$7,500,000.

7. Liquidation, Dissolution or Winding Up

(a) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of Common Stock or other stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Class A Preferred unless, prior thereto, the holders of Class A Preferred shall have received the Stated Value per share, plus an amount equal to unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of such payment, and no more, in cash; provided, however that if a majority of the Board of Directors, including at least one-half of the Preferred Directors, determines it is not feasible for the Corporation to liquidate assets sufficient to pay the liquidating payment due the Class A Common entirely in cash, the portion of such payment not made in cash may be made in property, in whole or in part, valued as agreed upon by the Corporation and holders of a majority of the Class A Common or by appraisal by an independent appraiser mutually acceptable to the Corporation and holders of a majority of the Class A Common. If such liquidating payment shall have been made in full to the holders of the Class A Preferred, the remaining assets and funds of the Corporation shall be distributed among the holders of the Common Stock and other stock ranking junior to the Class A Preferred. If, upon any such liquidation, dissolution or other winding up of the affairs of the Corporation, the net assets of the Corporation distributable among the holders of all outstanding shares of the Class A Preferred shall be insufficient to permit the payment in full to such holders of the preferential amounts to which they are entitled, then the entire net assets of the Corporation shall be distributed ratably among the holders of the outstanding Class A Preferred.

(b) For purposes of this Paragraph 7, (i) any acquisition of the Corporation by means of merger or other form of corporate reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring corporation or its subsidiary (other than a mere reincorporation transaction) or (ii) a sale of all or substantially all of the assets of the Corporation, shall be treated as a liquidation, dissolution or winding up of the Corporation and shall entitle the holders of Class A Preferred and Common Stock to receive at closing in cash, securities or other property (valued as provided in Paragraph 5(c)(v) above), amounts to which they may be entitled pursuant to Paragraph 7(a).

8. Redemption

(a) At any time on or after April 24, 2002, any holder of Class A Preferred may, at the holder's option, sell to the Corporation, and the Corporation shall buy from the holder, the holder's shares of Class A Preferred, at the "Redemption Price," plus an amount equal to all unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of redemption. The Redemption Price shall be the "fair market value" of the Class A Preferred to be redeemed, as determined in accordance with Paragraph 8(b). This option shall terminate upon the conversion of the shares of Class A Common pursuant to Paragraph 6.

(b) To exercise the redemption rights pursuant to this Paragraph 8, the holder of Class A Preferred to be redeemed (the "Redeeming Holder") shall deliver written notice of the holder's election to redeem shares (the "Notice of Redemption") to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred. The Notice of Redemption shall state the number and the Redeeming Holder's estimate of the fair market value of the shares of Class A Preferred to be converted. If the Corporation and the Redeeming Holder are able to agree upon the Redemption Price, the Redemption Price shall be the agreed amount, and the Corporation shall pay the Redemption Price to the Redeeming Holder within ten days of the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. If the Corporation and the Redeeming Holder are unable to agree upon the Redemption Price, the Redemption Price shall be determined by appraisal in the manner set forth in Paragraph 8(c).

(c) Not later than ten days of the delivery of the Notice of Redemption by a Redeeming Holder to the Corporation pursuant to Paragraph 8(b), the Corporation shall appoint one appraiser and shall give the Redeeming Holder written notice of the appointment. Within ten days after the Corporation gives written notice of its appointment of an appraiser, the Redeeming Holder shall appoint an appraiser and give the Corporation written notice of that appointment. The two appraisers shall promptly appraise the shares of Class A Preferred in question to determine their fair market value. In determining the fair market value of the shares of Class A Preferred in question, the appraisers shall determine the value of the Corporation as a whole, which shall then be multiplied by a fraction, the numerator of which shall be the number of shares of Class A Common into which the shares of Class A Preferred in question may be converted in accordance with Paragraph 5(a), and the denominator of which shall be the sum of the number of shares of Common Stock then outstanding plus the maximum number of shares of Common Stock subject to issuance upon the exercise of all then outstanding options.

warrants or other rights, including the conversion rights of holders of Class A Preferred pursuant to Paragraph 5. The average of the two appraisals shall be determined and that average shall constitute the fair market value of the shares of Class A Preferred in question, which the appraisers shall report in writing to the Corporation and the Redeeming Holder. The Corporation shall pay the Redemption Price to the Redeeming Holder within ten days after both the delivery of the appraisers' report and the Redeeming Holder's surrender of certificates representing the shares of Class A Preferred to be redeemed at the principal office of the Corporation or the office of any transfer agent for the Class A Preferred. The Corporation shall pay the fees and expenses of the appraisers.

(d) Dividends on the shares to be redeemed pursuant to this Paragraph 8 shall cease to accrue, and all rights of the Redeeming Holder shall cease, upon the payment of the Redemption Price, plus any accrued but unpaid dividends, and the surrender of the certificates for any redeemed shares. The amount of dividends accruing during the period between the immediately preceding Quarterly Dividend Payment Date and the date of any redemption of Class A Preferred shall be prorated based upon the number of days between such dates. If the funds of the Corporation legally available for redemption of shares of Class A Preferred are insufficient to redeem the total number of shares of Class A Preferred submitted for redemption at any time, those funds that are legally available will be used to redeem the maximum possible number of such shares. Shares of Class A Preferred not redeemed shall remain outstanding and entitled to all rights and preferences provided in these Articles. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares of Class A Preferred, such funds will immediately be used to redeem the balance of the shares that the Corporation has become obligated to redeem, but which it has not redeemed.

9. Right of First Refusal. Holders of Class A Preferred ("Preferred Shareholders") shall have a right of first refusal to purchase any equity securities of the Corporation that the Corporation shall propose to offer to sell from time to time ("Offered Securities"), other than (a) a total of 180,000 shares of Class B Common issuable as provided in Paragraph 5(c)(i)(4)(B), or (b) shares to be issued in connection with the acquisition of any business that shall have been approved by the Board of Directors as provided in Paragraph 10(c). The right of Preferred Shareholders provided by this Paragraph 9 shall have priority over any similar right of holders of any other class of the Corporation's capital stock. The Corporation shall deliver written notice to the Preferred Shareholders stating the amount, purchase price, and other terms of any proposed offering of Offered Securities by the Corporation. To purchase the Offered Securities, a Preferred Shareholder shall deliver written notice to the Corporation, not more than 30 days after the delivery of notice of the offering by the Corporation, designating the number of the Offered Securities that the Preferred Shareholder wishes to purchase (the "Designated Number"). If the sum of the Designated Numbers designated by the Preferred Shareholders is less than the number of Offered Securities, then the Corporation shall promptly deliver to the Preferred Shareholders notice of the number of Offered Securities not designated along with a list of the Designated Numbers designated by each Preferred Shareholder. This procedure shall be repeated as many times as necessary (but in any event within 60 days after the Corporation delivers notice of the proposed offering) until the sum of the Designated Numbers equals or exceeds the number of Offered Securities or does not increase from the preceding notice delivered by the Corporation. Each Preferred Shareholder shall be deemed to have accepted the Offer with respect to the number of Offered Securities allocated to that Preferred Shareholder as follows: all of the Offered Securities shall be allocated (proportionately according to their respective ownership of

Preferred Shares) among the Preferred Shareholders making designations, but in the allocation no Preferred Shareholder shall be allocated a number of Offered Securities greater than the aggregate of the Preferred Shareholder's Designated Numbers. A Preferred Shareholder shall pay for any Offered Securities such Shareholder purchases under this Paragraph 9 at the time and in the manner set forth in the Offer.

10. Certain Restrictions

(a) So long as any shares of Class A Preferred remain outstanding, the Corporation shall not, without the vote or prior written consent of the holders of at least 66.67% of the outstanding shares of Class A Preferred:

(i) Redeem, purchase or otherwise acquire for value (or pay into or set aside for a sinking fund for such purpose) any share or shares of Class A Preferred otherwise than by redemption in accordance with Paragraph 8 or by conversion in accordance with Paragraph 5 of these Articles;

(ii) Redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any of the Common Stock, or pay any dividend or other distribution on the Common Stock; provided, however, that this restriction shall not apply to the purchase of shares of Common Stock from employees, officers, directors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to written agreements under which the Corporation has the option to repurchase its shares;

(iii) Authorize or issue, or obligate itself to issue, any other equity security (including any security convertible into or exercisable for any equity security) senior to or on a parity with the Class A Preferred as to dividend rights, redemption rights, or liquidation preferences;

(iv) Effect any sale, lease, assignment, transfer, or other conveyance of all or substantially all of the assets of the Corporation or any of its subsidiaries, or any merger, consolidation or share exchange involving the Corporation or any of its subsidiaries, or any reclassification or other change of any stock, or any recapitalization of the Corporation;

(v) Permit any subsidiary to issue or sell, or obligate itself to issue or sell, except to the Corporation or any wholly owned subsidiary, any stock of such subsidiary;

(vi) Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Class A Preferred.

(vii) Be a party to or enter into any agreement that would prohibit or in any way restrict the Corporation from declaring or paying dividends on, or redeeming, the Class A Preferred, or performing any other obligation to the holders of the Class A Preferred imposed on the Corporation by these Articles,

(viii) Effect, or enter into any agreement providing for the effectuation of, any transaction that would result in a change in control of the Corporation;

(ix) Adopt any plan of dissolution or otherwise liquidate the Corporation or materially change the nature of the Corporation's business;

(x) Repay any loans to the Corporation by a shareholder; or

(xi) Engage in any transaction with an affiliate of the Corporation having a value of more than \$10,000.

(b) The Corporation shall not amend these Articles or its Bylaws without the approval, by vote or written consent, by the holders of 66.67% of the Class A Preferred if such amendment would adversely affect any of the preferences, limitations or relative rights of the Class A Preferred. Without limiting the generality of the preceding sentence, the Corporation will not amend these Articles or its Bylaws without the approval of the holders of 66.67% of the Class A Preferred if such amendment would:

(i) Reduce the dividend rates on the Class A Preferred, make such dividend noncumulative, defer the date from which dividends will accrue, cancel accrued and unpaid dividends, or change the relative seniority rights of the holders of Class A Preferred as to the payment of dividends and in relation to the holders of any other capital stock of the Corporation;

(ii) Reduce the amount payable to holders of Class A Preferred upon the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Class A Preferred to the rights upon liquidation of the holders of any other capital stock of the Corporation;

(iii) Make the Class A Preferred redeemable at the option of the Corporation;

(iv) Cancel or modify the conversion rights of Class A Preferred provided in Paragraphs 5 or 6 of these Articles;

(v) Change the number of shares the Corporation is authorized to issue;

or

(vi) Change the authorized number of directors of the Corporation.

(c) The Corporation shall not, without the prior approval of both a majority of the Board of Directors and at least one-half of the Preferred Directors, acquire directly or indirectly any business, whether by purchase of assets, stock or otherwise, (A) for consideration, whether cash, notes, securities or otherwise, in excess of \$300,000 or which would cause the Corporation to exceed the total number of shares of Class B Common available for issuance to officers, directors, employees or consultants or in connection with acquisitions pursuant to Paragraph 5(c)(i)(4)(B), or (B) which business has total liabilities exceeding its shareholders equity, both determined in accordance with generally accepted accounting principles.

11. Reacquired Shares. Any shares of Class A Preferred that have been converted to Class A Common or have been purchased or otherwise acquired by the Corporation in any manner whatsoever may not be reissued.

12. Redemption Right in Connection with Acquisition Offers. If at any time the Corporation shall receive an offer in writing from an unaffiliated third party to acquire all of the issued and outstanding capital stock of the Corporation (the "Offer"), the Corporation shall, within three days of the delivery to the Corporation of a written request signed by a majority of the Preferred Directors, deliver a summary of the terms and conditions of the Offer to each holder of record of Class A Preferred. If within 20 days of such delivery holders of at a majority of the Class A Preferred so request in writing, the Corporation promptly shall either accept the Offer or shall deliver to each holder of record of Class A Preferred an irrevocable written offer to purchase all of the holder's shares of Class A Preferred on substantially the same terms and conditions as were contained in the Offer. The Corporation shall purchase the shares of any holder who accepts the Corporation's offer within ten days of the holder's delivery of a written acceptance and certificates representing the holder's shares of Class A Preferred to the Corporation at its principal office or at the office of any transfer agent for the Class A Preferred.

ARTICLE VI

Board of Directors

The number of members of the Corporation's Board of Directors shall be five.

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 943140173
CONTROL NUMBER : 9002052
EFFECTIVE DATE : 11/08/1994
REFERENCE : 0045
PRINT DATE : 11/10/1994
FORM NUMBER : 115

MICHAEL W. MATTOX
ONE SECURITIES CENTRE, STE. 1050
3490 PIEDMONT ROAD, N.E.
ATLANTA GA 30305

CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that the articles of incorporation of

PREMIER APPRAISALS, INC.
A DOMESTIC PROFIT CORPORATION

have been duly restated and amended by the filing of articles of restatement in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of restatement.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

MAX CLELAND
MAX CLELAND
SECRETARY OF STATE

VERLEY J. SPIVEY
VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

CORPORATIONS HOT LINE
404-656-2222
Outside Metro-Atlanta

943140173
#20

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PREMIER APPRAISALS, INC.

The undersigned Sole Director of PREMIER APPRAISALS, INC., a Georgia corporation (the "Corporation"), pursuant to the provisions of the Georgia Business Corporation Code (the "Code") desiring to give notice of corporate action effectuating the amendment and restatement of the Corporation's Articles of Incorporation, hereby amends the Articles of Incorporation of the Corporation by repealing them in their entirety and replacing them with the following Articles:

ARTICLE I
Name

The name of the Corporation is: Premier Appraisals, Inc.

ARTICLE II
Purposes and Duration

The purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be incorporated under the Code. The Corporation shall have perpetual duration.

ARTICLE III
Amount of Capital Stock

The total number of shares which the Corporation has authority to issue is Nine Million Six Hundred Eight Thousand Five Hundred Forty One (9,608,541) shares of \$0.01 par value, which shall be known as Common Stock.

ARTICLE IV
Initial Directors

The following individuals shall serve as the members of the initial Board of Directors of the Corporation:

Faye A. Wallace
R. Michael Wallace

ARTICLE V
Registered Office and Agent

The name and business address of the registered agent at the Corporation's registered office is:

R. Michael Wallace
100 Hannover Park Road
Suite 200
Atlanta, GA 30350.

ARTICLE VI
Incorporator

The name and address of the incorporator is:

Faye A. Wallace
100 Hannover Park Road
Suite 200
Atlanta, GA 30350

ARTICLE VII
Indemnification of Directors and Officers

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Georgia and subject to the conditions prescribed therein.

In any instance where the laws of the State of Georgia permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person the Corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i), and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Georgia.

ARTICLE VIII
Limitation of Personal Liability of Directors

No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-831 of the Georgia Business Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, PREMIER APPRAISALS, INC. has caused these Amended and Restated Articles of Incorporation to be executed, its corporate seal affixed and the foregoing to be attested, all by duly authorized officers on the 7th day of November, 1994.

PREMIER APPRAISALS, INC.

[CORPORATE SEAL]

ATTEST:

By: R. Michael Wallace
R. Michael Wallace, Secretary

By: Faye A. Wallace
Faye A. Wallace, President

RECEIVED
NOV 8 10 10 AM '94
SECRETARY OF STATE
BSR (1)

**CERTIFICATE REGARDING
AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF PREMIER APPRAISALS, INC.**

The undersigned, Faye A. Wallace, the President of PREMIER APPRAISALS, INC. (the "Corporation"), a Georgia corporation, does hereby certify pursuant to Section 14-2-1007(d) of the Official Code of Georgia Annotated (the "Code") the following:

(3) The Amended and Restated Articles of Incorporation of the Corporation contain an amendment to the articles of incorporation of the Corporation which requires shareholder approval.

(4) The name of the corporation is PREMIER APPRAISALS, INC.

(5) The text of each amendment adopted is as set forth in Exhibit A attached hereto.

(6) The amendments were duly approved by the shareholders in accordance with the provisions of Section 14-2-1003 of the Code. The effective date of each amendment's adoption is November 7, 1994.

(7) The provisions for implementing the amendment providing for an exchange, reclassification, or cancellation of issued shares are as follows:

Increase in the number of authorized shares from 10,000 to 9,608,541
Faye A. Wallace to exchange 500 shares for 480, 427 shares pursuant to stock split
Kenneth M. Burt to exchange 52 shares for 59, 573 shares pursuant to stock split

IN WITNESS WHEREOF, the undersigned does hereby set her hand and seal this 7th day of November, 1994.



Faye A. Wallace, President (SEAL)

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334-1530

DOCKET NUMBER: 920350303

CONTROL NUMBER: 9002052

EFFECTIVE DATE: 01/28/1992

REFERENCE: 0010

PRINT DATE: 04/23/1992

FORM NUMBER: 611

LAND, MCKNIGHT, NEWLIN & COHEN

GRIER G. NEWLIN

1000 ABERNATHY RD, NE

ATLANTA, GEORGIA 30328

CERTIFICATE OF NAME CHANGE AMENDMENT

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

RESIDENTIAL AND RELOCATION APPRAISALS, INC.
a domestic profit corporation

has filed articles of amendment in the office of the Secretary of State changing its name to

PREMIER APPRAISALS, INC.

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



MAX CLELAND
SECRETARY OF STATE

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

920350303

ARTICLES OF AMENDMENT OF
RESIDENTIAL AND RELOCATION APPRAISALS, INC.

Pursuant to O.C.G.A. §14-2-1006 of the Georgia Business Corporation Code, Residential and Relocation Appraisals, Inc., a Georgia corporation, hereby submits the following Articles of Amendment:

1. The name of the Corporation is Residential and Relocation Appraisals, Inc. (the "Corporation") and the Charter No. of the Corporation is 90620 5 2 DP.

2. The Articles of Incorporation are hereby amended (the "Amendment") as follows:

The name of the Corporation is hereby changed from Residential and Relocation Appraisals, Inc. to "Premier Appraisals, Inc."

3. The Amendment was duly adopted on January 3, 1992.

4. The foregoing Amendment was duly approved by the shareholders of the Corporation in accordance with the provisions of O.C.G.A. §14-2-1003 of the Georgia Business Corporation Code.

IN WITNESS WHEREOF, Residential and Relocation Appraisals, Inc. has caused these Articles of Amendment to be executed by its duly authorized officers on this 9 day of January, 1992.

RESIDENTIAL AND RELOCATION APPRAISALS,
INC.

By: Faye A. Wallace, President

ATTEST:

Robert M. Wallace, Secretary

Patricia Ann Cox
PATRICIA ANN COX Notary Public
dated 9-11-92

BSR (3)

JAN 26 9 21 PM '92

SECRETARY OF STATE

BSR (1)

JAN 23 9 55 AM '92

SECRETARY OF STATE

VERIFICATION OF
REQUEST FOR PUBLICATION

The undersigned hereby certifies that she is the duly elected, qualified and acting President of Residential and Relocation Appraisals, Inc., a Georgia corporation (the "Corporation") and further certifies, pursuant to O.C.G.A. §14-2-1006.1 of the Georgia Business Corporation Code (the "Code") that:

1. An Amendment to the Articles of Incorporation of the Corporation changing the name of the Corporation to Premier Appraisals, Inc. was duly adopted on January 3, 1992.
2. A Request for Publication of a Notice of Intent to file Articles of Amendment to change the name of the Corporation and payment therefor have been submitted to Fulton County Daily Journal as required by O.C.G.A. §14-2-1006.1(b).

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 9 day of January, 1992.

RESIDENTIAL AND RELOCATION APPRAISALS,
INC.

By:

Faye A. Wallace
Faye A. Wallace, President

Patricia Ann Cox

PATRICIA ANN COX, Notary
Public

Expires 7-11-94

BSR (3)
JAN 20 4 31 PM '92
SECRETARY OF STATE

BSR (1)
JAN 23 9 55 AM '92
SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

CHARTER NUMBER : 9002052 DP
DATE INCORPORATED : FEBRUARY 01, 1990
COUNTY : FULTON
EXAMINER : QUINT ROBINSON
TELEPHONE : 404-656-2817

MAILED TO:

MICHAEL L. MORGAN
3169 HOLCOMB BRIDGE RD. STE. 200
NORCROSS GA 30071

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"RESIDENTIAL AND RELOCATION APPRAISALS, INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: FEBRUARY 03, 1990



Max Cleland
MAX CLELAND
SECRETARY OF STATE

Il. Wayne Howell
IL. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
456-2891

CEMETERIES
456-2891

CORPORATIONS
404-656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

ARTICLES OF INCORPORATION
OF
RESIDENTIAL AND RELOCATION APPRAISALS, INC.
(A Close Corporation)

ONE

The name of the corporation is Residential and Relocation Appraisals, Inc., and the corporate name verification number is 90022314.

TWO

The corporation is a statutory close corporation.

THREE

The corporation is organized as a corporation for profit for any lawful purpose not specifically prohibited to corporations under the applicable laws of the State of Georgia, including, but not limited to, appraising residential real estate. The corporation may acquire such property to be used in connection with its business and engage in such activities as may be related, either directly or indirectly, to the conduct of its business, all as may be necessary, advisable or convenient to the promotion and conduct of the business of the corporation.

FOUR

The aggregate number of shares of common stock which the corporation, by action of its board of directors, shall have authority to issue is ten thousand (10,000) shares of

common voting stock with a par value of One Dollar (\$1.00) per share.

FIVE

Shareholders shall not have the preemptive right to acquire unissued shares of the corporation.

SIX

The initial registered office of the corporation shall be at 13010 Addison Road, Woodstock, Georgia 30188. The initial registered agent of the corporation shall be Faye A. Wallace.

SEVEN

The initial board of directors shall consist of one member. The name of the director is Faye A. Wallace, whose address is 13010 Addison Road, Woodstock, Georgia 30188.

EIGHT

The name of the incorporator is Faye A. Wallace, whose address is 13010 Addison Road, Woodstock, Georgia 30188.

NINE

The mailing address of the initial principal office of the corporation is 13010 Addison Road, Woodstock, Georgia 30188.

IN WITNESS WHEREOF the undersigned hereby executes
these articles of incorporation, this 29th day of January
1990.

Michael L. Morgan
MICHAEL L. MORGAN
Attorney for Incorporator.

Suite 200
3169 Holcomb Bridge Road
Norcross, Georgia 30071

(404) 441-1566

RRAInc01

858
FEB 1 9 14 AM '90
SECRETARY OF STATE

Secretary of State
Business Services and Regulation

Suite 306, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334

FORM NUMBER : NR
CERTIFICATE DATE : 01/24/90
DOCKET NUMBER : 90022314
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

MICHAEL L. MORGAN
#200 3169 HOLCOMB BRIDGE RD
NORCROSS GA 30071

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS NOT IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"RESIDENTIAL AND RELOCATION APPRAISALS, INC."

THIS CERTIFICATE SHALL BE VALID FOR A PERIOD OF TWO CALENDAR MONTHS FOR PROFIT AND NONPROFIT CORPORATIONS AND PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR SIXTY (60) DAYS FOR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS.

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

H. Wayne Howell
H. WAYNE HOWELL
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334
(404) 656-2517

A109

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. Filing Date:	2-1-90	Doc. DP	Docket Number:	
Assigned Exam:		Amount: \$	By:	16
Charter Number:	9202050	Completed:		

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:	Residential and Relocation Appraisals, Inc.		
Mailing Address:	13010 Addison Road		
City:	Woodstock	County:	Fulton
State:	Georgia	Zip Code:	30188
III. Fees Submitted By:	Michael L. Morgan, Attorney at Law		
Amount Enclosed: \$	60.00	Check Number:	336
IV. Incorporator:	Faye A. Wallace		
Address:	13010 Addison Road		
City:	Woodstock	State:	Georgia
Zip Code:	30188		
Incorporator:			
Address:			
City:		State:	
Zip Code:			
V. Registered Agent/Office:	Faye A. Wallace		
Address:	13010 Addison Road		
City:	Woodstock	County:	Fulton
State:	Georgia	Zip Code:	30188
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST			
1. Original and one conformed copy of Articles of Incorporation	Applicant	Examiner	
2. Corporate name verification number			
3. Authorized shares stated			
4. Incorporator's signature			
5. Post effective date, if applicable			
6. Number of pages attached			
VII. Applicant/Attorney:	Michael L. Morgan		
Address:	3169 Holcomb Bridge Road, Suite 200		
City:	Norcross	State:	Georgia
Zip Code:	30071		
Telephone:	(404) 441-1566		

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: Michael L. Morgan
Michael L. Morgan

Date: January 29, 1990