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TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

Suite 409
2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0996
fax (305) 932-0972

Re: Tallahassee Office

PO0000043413

Via Hand Delivery

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

700003232267--2

-05/01/00-01057-021
****550 *****78.75

RE: Pinpoint Inspection Corporation and Pinpoint Adjusting Corporation
Formation of Florida Corporations

Dear Division of Corporations:

I have enclosed for filing an original and a copy of the Articles of Incorporation for Pinpoint Inspection Corporation and the Certificate Designating Registered Agent and Registered Office.

I also have enclosed for filing an original and a copy of the Articles of Incorporation for Pinpoint Adjusting Corporation and the Certificate Designating Registered Agent and Registered Office.

Please file the Articles and Certificates, certify one copy of each, and provide a certificate of good standing for each. Our messenger will pick up the certified copies and certificates of good standing this afternoon.

I have enclosed a check in the amount of \$157.50 for the filing and certification fees.

Please call me if you have any questions. Thank you for your prompt assistance in this matter.

Very truly yours,

Jessica J. Ferreri

Jessica J. Ferreri
Assistant to Junious D. Brown, III

Enclosures

T. SMITH MAY 01 2000

FILED
MAY - 1 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 MAY - 1 AM 10:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PINPOINT INSPECTION CORPORATION**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be Pinpoint Inspection Corporation. Its principal office shall be located at 1920 E. Hallandale Beach Blvd., Suite 802, Hallandale, Florida 33009.

**ARTICLE II
Nature of Business**

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of 500 shares of a single class of Common Stock with par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

Junious D. Brown III
106 East College Avenue, Suite 1200
Tallahassee, Florida 32301

FILED
00 MAY -11 PM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address is Travis L. Miller. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VII
Board of Directors

The business of the Corporation shall be managed by a Board of Directors. The Board shall initially have three (3) seats. The size of the Board may be altered as provided in the Bylaws.

ARTICLE VIII
Initial Directors

The names and addresses of the initial Directors of the Corporation are:

James M. Lynch
2875 NE 191st Street, #400A
Miami, FL 33180

Bradley I. Meier
2875 NE 191st Street, #400A
Miami, FL 33180

Reed J. Slogoff
401 City Avenue, Suite 409
Bala Cynwyd, PA 19004

ARTICLE IX
Transactions In Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction, and shares held by them may be counted in determining the presence of a quorum at a meeting of shareholders at which action is taken pursuant to this Article.

ARTICLE X
Indemnification of Directors and Officers

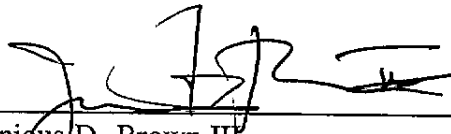
The Corporation may indemnify, and may insure, its directors and officers to the fullest extent permitted by applicable Florida law.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended only by an affirmative vote of a majority of all outstanding shares of voting stock of the Corporation, unless the vote of a larger majority

is required by applicable law or by an agreement of the nature referred to in Article III of these Articles.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his hand and seal this 30th day of April, 2000.

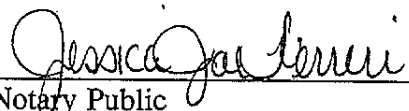


Junious D. Brown III

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Junious D. Brown III, for the purpose of lawfully executing these Articles of Incorporation, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 30th day of April, 2000.



Notary Public
My commission expires:



Jessica Jae Ferreri
MY COMMISSION # 00670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

PINPOINT INSPECTION CORPORATION

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

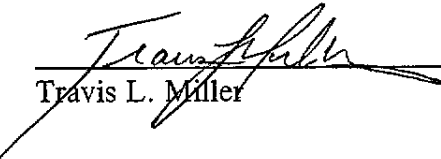
Pinpoint Inspection Corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301 as its initial Registered Office and has named Travis L. Miller, located at that address as its initial Registered Agent.



Junious D. Brown III
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Pinpoint Inspection Corporation at the place designated in its Articles of Incorporation, the undersigned, Travis L. Miller, agrees to act in this capacity, agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office, and is familiar with, and accepts the obligations provided for in, Section 607.0505, Florida Statutes.

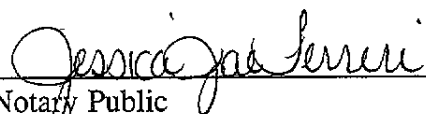


Travis L. Miller

FILED
00 APR 11 PM 1:21
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Acceptance of Registered Agent for Pinpoint Inspection Corporation was acknowledged before me this 30th day of April, 2000, by Travis L. Miller, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Notary Public
My Commission Expires:

