

TRANSMITTAL LETTER
P00000054585

May 17, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Baith and Walter Real Estate Appraising, Inc.

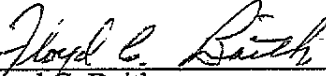
800003265218--4
-05/24/00--01058--008
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find two originals of the Articles of Incorporation, together with a check for \$78.75.

This represents the cost of the Filing Fees and Certified Copies for the above named corporation.

Sincerely,


Floyd C. Baith
Baith and Walter Real Estate Appraising, Inc.
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667
(727) 819-2597

FILED
00 MAY 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FL 09107

6-7
100

ARTICLES OF INCORPORATION
of
BAITH AND WALTER REAL ESTATE APPRAISING, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation:

BAITH AND WALTER REAL ESTATE APPRAISING, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED shares (100) of \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent and the principal office and mailing address of this Corporation is:

Floyd C. Baith, Register Agent
Baith and Walter Real Estate Appraising, Inc.
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667
(727) 819-2597

Principal Office and Mailing address:

Baith and Walter Real Estate Appraising, Inc.
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667
(727) 819-2597

FILED
00 MAY 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
BAITH AND WALTER REAL ESTATE APPRAISING, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation is:

Floyd C. Baith
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667

William D. Walter
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667

ARTICLE VII - INCORPORATORS

The names and address of the persons signing these Articles of Incorporation is:

Floyd C. Baith
13825 U.S. Highway 19
Suite 300
Hudson, Florida 34667

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of May, 2000.


Floyd C. Baith, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

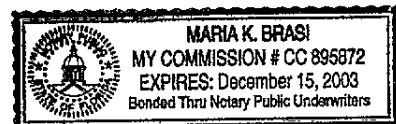
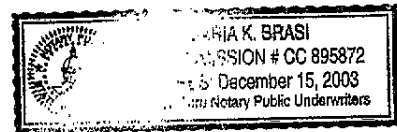
1
1

Before me, the undersigned authority, personally appeared, FLOYD C. BAITH, who producing identification and being duly sworn, depose and say that they have read the fore-going instrument and that all the facts are true on this 18th day of May, 2000.

TYPE OF ID AND NUMBER


NOTARY

Page 2 of 2



FILED
00 MAY 24 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

of

BAITH AND WALTER REAL ESTATE APPRAISING, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

Floyd C. Baith
13825 U.S. HWY. 19
New Port Richey, Florida 34653
(727) 849-8972

has named Floyd C. Baith, located at the afore-said address, as Registered Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



Floyd C. Baith, Registered Agent