

CORPORATION(S) NAME

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W.P. Varifier



April 10, 2001

EMPIRE

MIAMI, FL

SUBJECT: BLUE KNIGHT APPRAISAL SERVICES, INC.

Ref. Number: W01000008020

We have received your document for BLUE KNIGHT APPRAISAL SERVICES, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist New Filings Section

Letter Number: 001A00021188

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DEFARISCAT OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF BLUE KNIGHT APPRAISAL SERVICES, INC.

We, the undersigned subscribers of these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I NAME OF CORPORATION

The corporation shall be known as Blue Knight Appraisal Services, Inc.

ARTICLE II DURATION

The duration of this corporation shall be perpetual commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society,

cooperative association, state fair or exposition. The corporation may carry on any lawful business necessary or incidental to the attainment of the objectives of the corporation.

ARTICLE IV POWERS

The powers herein granted to the corporation shall not be construed as any limitation upon the powers of the corporation but shall be in addition to the powers conferred under the laws of the State of Florida. The corporation shall have the power to do the following:

- 1. To invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own or lease real or personal property necessary for or incidental to the rendering of professional services;
- 2. To sue and be sued, complain, and defend all acts and proceedings in its corporate name to the same extent as a natural person;
- 3. To have a corporate seal, which may be altered at pleasure, and to use the name by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- 4. To lend money to, and use its credit to assist its officers and employees in accordance with Section 604.141, Florida General Corporation Act.
- 5. To purchase, take, receive, subscribed for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality or of any instrumentality thereof.
- 6. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure

any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

- 7. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- 8. To conduct its business, carry on its operations and have offices and exercise the powers granted by this Act within or without this State.
- 9. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- 10. To make and alter by-laws, not inconsistent with its Articles of Incorporation, or with the laws of this State, for the administration and regulation of the affairs of the corporation.
- 11. To make donations for the public welfare or for charitable, scientific, or educational purposes.
- 12. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- 13. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stack option plans, and other incentive plans for any or all of its directors, officers, and employees or its subsidiaries.
- 14. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
 - 15. To have and exercise all powers necessary or convenient to effect its purpose.
- 16. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at anytime shall be ONE HUNDRED (100) shares of common stock having a par value of TEN DOLLARS (\$10.00).

The capital stock may be paid for in property, labor or services, at a just valuation to be fixed by the incorporators, or by the Directors at a meeting called for such purpose, or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed b the Directors of the company. Stock in other corporations or going businesses may be purchased by the corporation return for the issuance of its capital stock and said purchase shall be on said basis and for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE VI ADDRESS

The initial street address of the principal office of this corporation shall be:

9485 Sunset Drive, Suite A-247 Miami, Florida 33173

ARTICLE VII DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII INITIAL DIRECTORS

The name and address of the initial director of this corporation is:

AGUSTIN G. ALTORRE 9485 Sunset Drive, Suite A-247 Miami, Florida 33173

ARTICLE IX REGISTERED AGENT

The street address of the registered agent of this corporation and the name of the registered agent of this corporation is:

AGUSTIN G. ALTORRE 9485 Sunset Drive, Suite A-247 Miami, Florida 33173

ARTICLE X SUBSCRIBERS

The names and addresses each subscriber signing these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore are as follows:

NAME	ADDRESS	STOCK
AGUSTIN G. ALTORRE	9485 Sunset Drive, Suite A-247 Miami, FL 33173	50% SHARES
ROLANDO NORIEGA	9485 Sunset Drive, Suite A-247	50% SHARES

ARTICLE XII MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII INDEMNIFIACTION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV SHAREHOLDER QUOROM AND VOTING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XV AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XVI MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, the shareholders of this corporation.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these articles of Incorporation this 900 day of 400, 2001.

AGUSTIN G. ALTORRE, Incorporator

ROLANDO NORIEGA, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statues, the following is submitted, in compliance with said Act:

First: That BLUE KNIGHT APPRAISAL SERVICS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Miami, county of Miami-Dade, State of Florida has named AGUSTIN G. ALTORRE, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept services 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 said Act relative to keeping open said office.

Registered Agent

STATE OF FLORIDA COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and C	
set forth above, personally appeared AUGSTIN G. ALTORRE who to me is personally know	vii) or
set forth above, personally appeared AUGSTIN G. ALTORRE who to me is personally know who has produced	ith as
Subscriber in, and who executed, the foregoing Certificate and who acknowledged before me the	it she
subscribed to the same.	
day of, 2001.	9 th
M. Sar Bond	
Notary Public (print name below)	_

My Commission Expires:

MARGARET A. BOYETT

MY COMMISSION # CC 742690

EXPIRES: May 14, 2002

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