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FILED
02 MAY -6 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 25, 2002

Secretary of State
Corporation Division
Tallahassee, Florida 32314

Re: Florida Caribbean Appraisal, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation together with IRS Form 2553 for S-Corp. to be filed in connection with the above named corporation together with the Designation of Registered Agent.

Our firm's check in the amount of \$70.00 in enclosed representing:

Filing Fee: \$35.00
Designation Reg./Agent: \$35.00

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-05/06/02--01076--015
*****70.00 *****70.00

Total Sent \$70.00

Thank you for your anticipated cooperation.

Sincerely,



Frank P. Murphy, Esq.

FPM/lat
Enclosures:

- 1) Articles of Incorporation;
 - 2) IRS Form 2553; and
 - 2) Check in the amount of \$70.00
- Jim Stevens

cc:

**ARTICLES OF INCORPORATION OF
FLORIDA CARIBBEAN APPRAISAL, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation shall be Florida Caribbean Appraisal, Inc.
7300 Estero Boulevard, #606A, Fort Myers Beach, Florida 33931.

ARTICLE II. DURATION

The corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock at One Dollar (\$1.00) par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows: Frank P. Murphy, Esq. 6210 Trail Boulevard, Naples, Florida 34108

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is: Jim Stevens
Post Office Box 10437
Naples, Florida 34101

ARTICLE VII. OFFICERS

The initial officers shall be President, Vice-President, Secretary, and Treasurer.

ARTICLE VIII. SUBSCRIBER

The name and address of the person signing these Articles of Incorporation is: Jim Stevens,

7300 Estero Boulevard, #606A, Fort Myers Beach, Florida 33931.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE X. RIGHT TO PURCHASE STOCK

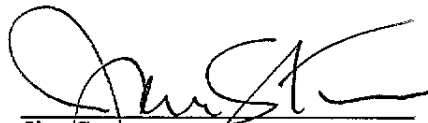
Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible to shares) of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

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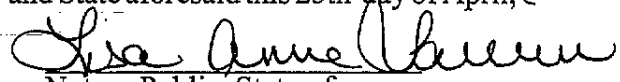
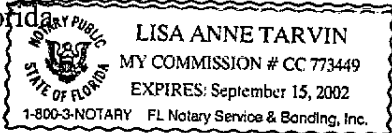
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of April, 2002.


Jim Stevens


STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgments in the State and County aforesaid, personally appeared Jim Stevens, to me known to be the person described or who produced Florida D.L. No. Personally Known as subscribed in Caribbean Appraisal, Inc. and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of April, 2002.


Notary Public, State of
Florida

LISA ANNE TARVIN
MY COMMISSION # CC 773449
EXPIRES: September 15, 2002
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

IN WITNESS WHEREOF, I the undersigned shareholder and director has adopted these Articles of Incorporation.


Jim Stevens

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION AND ACCEPTANCE OF
REGISTERED OFFICE AND REGISTERED AGENT.**

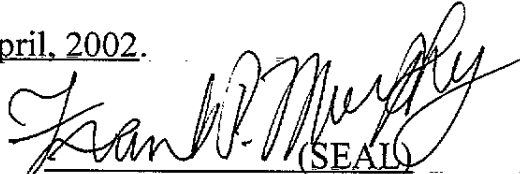
The undersigned subscriber of Florida Caribbean Appraisals, Inc., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Frank P. Murphy, Esq.
6210 Trail Boulevard
Naples, Florida 34108

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Velocity Incentives, Inc.

DATED this 25th day of April, 2002.


(SEAL)
Frank P. Murphy, Esq.