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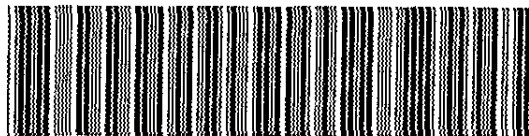
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LAW OFFICES OF
RICHARD R. KURITZ
ATTORNEY AND COUNSELOR AT LAW

PHYSICAL ADDRESS:

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SOUTH TRUST BUILDING
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(F) (904) 997-3275

COLORADO BAR ASSOCIATION
FLORIDA BAR ASSOCIATION

MAILING & DROP OFF ADDRESS

3832-010 BAYMEADOWS ROAD
SUITE # 343
JACKSONVILLE,
FLORIDA 32217

September 9, 2003.

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

Re: **HETSLER MEDIATION & VALUATION, INC.**

To Whom It May Concern:

Please find enclosed a check made payable to the Secretary of State in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). Please file these articles with your office and return a certified copy to the above mailing address. If you have any questions please feel free to call me at the above telephone number.

Very Truly Yours,


Richard R. Kuritz, Esquire

Enc.

**CERTIFICATE OF INCORPORATION
OF
HETSLER MEDIATION & VALUATION, INC.
A FOR-PROFIT CORPORATION**

I. NAME AND CORPORATE STATUS

The name of the corporation is **HETSLER MEDIATION & VALUATION, INC.**, a for-profit corporation formed under the Florida General Corporation Act.

II. NAME AND ADDRESS OF REGISTERED AGENT AND CORPORATE OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Registered Agent

Robert G. Hetsler, Jr., J.D., C.P.A.
10000 Gate Parkway North #112
Jacksonville, FL 32246

Corporate Office

Hetsler Mediation & Valuation, Inc.
10151 Deerwood Park Blvd.
Building 200, Suite 250
Jacksonville, FL 32256

III. PURPOSE

The purpose of the Corporation is to be a for-profit corporation for all legal purposes.

IV. STOCK

This Corporation shall have authority to issue 500 shares of capital stock.

V. NAMES AND MAILING ADDRESSES OF INCORPORATORS

The name and address of each incorporator is as follows:

1. Robert G. Hetsler, Jr. President & CEO
10000 Gate Parkway North #112
Jacksonville, FL 32246
2. Oriana Perez Hetsler, Vice President
10000 Gate Parkway North #112
Jacksonville, FL 32246

VI. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

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- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To authorize and supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The two incorporators named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

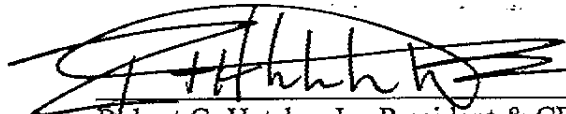
VII. INDEMNIFICATION

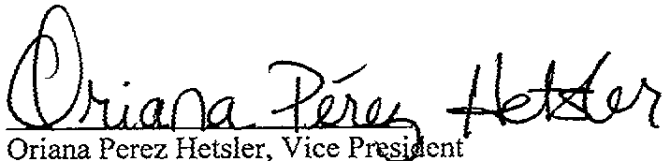
To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

* * * * *

THE UNDERSIGNED, being the above named President and Director both of which are incorporators, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 9th day of September, 2003.


Robert G. Hetsler, Jr., President & CEO


Oriana Perez Hetsler, Vice President

STATE OF FLORIDA)
)
COUNTY OF DUVAL) ss.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 11th day of September, 2003, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.



NOTARY PUBLIC

SEAL


My Commission Expires:

TINA M. TOWNSEND
Notary Public, State of Florida
My comm. expires June 26 2004
Comm. No. DD 089905

**HETSLER MEDIATION & VALUATION, INC.
A FOR-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE**

On this 9th day of September 2003, I, Robert G. Hetsler, Jr., J.D., C.P.A., 10000

Gate Parkway North #112, Jacksonville, FL 32246, do hereby accept being the registered agent
for the **HETSLER MEDIATION & VALUATION, INC.**, at the above named address.


Robert G. Hetsler, Jr.

STATE OF Florida)
) ss.
COUNTY OF DUVAL)

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on
this _____ day of _____, 2003, personally appeared Robert G. Hetsler, Jr., to me known
to be the identical person who executed the within and foregoing Registered Agent Acceptance,
and acknowledged to me that he executed the same as his free and voluntary act and deed for the
uses and purposes therein set forth. Given under my hand and seal of office the day and year last
above written.



NOTARY PUBLIC

SEAL

My Commission Expires:

TINA M. TOWNSEND
Notary Public, State of Florida
My comm. expires June 26, 2004
Comm. No. DD 089905

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