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FLORIDA PROFIT CORPORATION OR P.A.

clements group, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 13, 2004

EMPIRE

SUBJECT: CLEMENTS GROUP, INC.
REF: W04000018462

We have received your document for CLEMENTS GROUP, INC.

However, the enclosed document has not been filed and is being returned for the following correction(s):

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CLEMENTS APPRAISAL GROUP, INC.**

The undersigned natural person, acting to form a corporation under the laws of the State of Florida that provide for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation; and to that end set forth:

ARTICLE I

The name of the corporation shall be:

CLEMENTS APPRAISAL GROUP, INC.

ARTICLE II

The initial post office address of the principle office of the corporation in Florida will be:

11811 SW 35th Street
Miami, FL 33175

ARTICLE III

This corporation will engage and is empowered to engage in any business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

The Total number of shares of stock which this corporation is authorized to have outstanding is defined as follows :

<u>Class</u>	<u>No. Shares</u>	<u>Par Value</u>
Common	7,500	\$ 1.00

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ARTICLE V

The amount of capital this corporation will begin business with is:

ONE HUNDRED DOLLARS (\$100.00)

ARTICLE VI

This corporation shall have perpetual existence.

ARTICLE VII

This corporation shall have ONE director initially. The number of directors may be increased or diminished from time to time, as provided by the By-Laws adopted by the stockholders.

ARTICLE VIII

The name and post office address of the members of the first Board of Directors of this corporation, and who shall hold office for the first year, or until their successors are chosen shall be:

DOROTHY C. SANCHEZ
11811 SW 35th Street
Miami, Florida 33175

ARTICLE IX

The name and address of the officers of the Corporation, who shall hold office until their successors are chosen shall be:

DOROTHY C. SANCHEZ
President/Secretary/Treasurer
11811 SW 35th Street
Miami, Florida 33175

DAVID K. FIELDS
Vice President
9360 Sunset Drive
Suite 287
Miami, FL 33173

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ARTICLE X.

The initial registered agent and registered office of the corporation shall be:

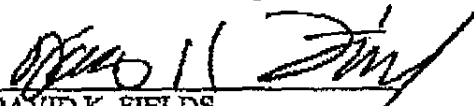
DAVID K. FIELDS
9360 Sunset Drive
Suite 287
Miami, FL 33173

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ARTICLE XI


These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

I, the undersigned, being the sole incorporator of the corporation identified above, declare that I have examined the foregoing this 18th day of May 2004 and do declare it to be true and correct.


DAVID K. FIELDS
9360 Sunset Drive
Suite 287
Miami, FL 33173

ACCEPTANCE OF REGISTERED AGENT APPOINTMENT

I, DAVID K. FIELDS a natural person with an address of 9360 Sunset Drive, Suite 287, Miami FL, 33173, do hereby accept the appointment of Registered Agent of CLEMENTS APPRAISAL GROUP, INC. on this 18th day of May 2004.


DAVID K. FIELDS
9360 Sunset Drive
Suite 287
Miami, FL 33173

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