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**ARTICLES OF INCORPORATION**  
**OF**  
**APPRAISAL PROFESSIONALS OF SOUTH FLORIDA**

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STATE OF FLORIDA

**ARTICLE I - CORPORATE NAME**

The name of this corporation is APPRAISAL PROFESSIONALS OF SOUTH FLORIDA, Inc.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is any and all business permitted under the laws of the State of Florida.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation shall have perpetual existence commencing upon the filing of these articles.

**ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and initial registered office shall be, Emily Gamber, 7541 W Sunrise Boulevard, Plantation, Florida 33313.

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

**ARTICLE VI - BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one, nor more than nine (9).

**ARTICLE VII - INITIAL DIRECTORS**

The name of the initial director of this Corporation and street address is, Emily Gamber, 7541 W Sunrise Boulevard, Plantation, Florida 33313.

The person named as initial director shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE VIII - CORPORATE ADDRESS**

The corporate address of the corporation shall 7541 W Sunrise Boulevard, Plantation, Florida 33313.

**ARTICLE IX - INCORPORATORS**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Emily Gamber, 7541 W Sunrise Boulevard, Plantation, Florida 33313.

#### ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE XI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following person and in the amount set opposite his name:

Emily Gamber

100 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to remaining shareholders, if any, or this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

#### ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulative his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE XV - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by a majority of the outstanding shares.

#### ARTICLE XVI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by the By-laws or law.

#### ARTICLE XVII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

The shareholders may by vote of 100% of the shareholders at a duly called shareholders meeting, may elect that all corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation rather than by the Board of Directors. Once that election is made by 100% of the shareholders, any act authorized by 51% of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be an act of the shareholders.

#### ARTICLES XVIII - DIRECTOR QUORUM AND VOTING

Two-thirds (2/3rds) of the total directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the manner to be voted upon, the affirmative vote of two-thirds (2/3rds) of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in 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 XX - INDEMNIFICATION

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

ARTICLE XXI - AMENDMENT

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 them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, have executed the foregoing Articles of Incorporation this 13th day of August 2004.

  
Emily Garber

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name of the corporation is **APPRAISAL PROFESSIONALS OF SOUTH FLORIDA, Inc.**

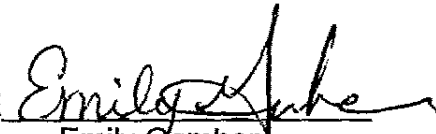
2. The name and address of the registered agent and office is:

Emily Gamber  
7541 W Sunrise Boulevard  
Plantation, Florida 33313

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Emily Gamber

DATE: 13 August 2004