

1201 HAYS STREET
TALLAHASSEE, FL 323
904 227 0191 FAX

800-342-8486



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ORDER DATE : July 27, 1995

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ORDER NO. : 649425

CUSTOMER NO: 5312A

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CUSTOMER: Michael D. Annis, Esq
ANNIS MITCHELL COCKEY
EDWARDS & ROEHN, P.A.
Suite 2100
201 North Franklin Street
Tampa, FL 33602

DOMESTIC FILING

NAME: FLORIDA APPRAISAL & CONSULTING
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

495-15229

FILED
AUG 28 1995
TALLAHASSEE, FL
CLERK OF COURT

T. BROWN
AUG - 1 1995



FLORIDA DEPARTMENT OF STATE

July 28, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA APPRAISAL & CONSULTING, INC.
Ref. Number: W95000015229

We have received your document for FLORIDA APPRAISAL & CONSULTING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 095A00035894

ARTICLES OF INCORPORATION
OF
FLORIDA APPRAISAL & CONSULTING OF TAMPA, INC.

FILED
95 JUL 28 AM 10:55
TAMPA FLORIDA
RECEIVED

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

Name and Address

The name of this Corporation is: Florida Appraisal & Consulting of Tampa, Inc. The mailing address of the Corporation is: Post Office Box 3366, Tampa, Florida 33601-3366. The street address of the Corporation is: 500 East Kennedy Boulevard, Tampa, Florida 33602.

ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III

Purpose

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

ARTICLE IV

Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe 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 any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties 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.

(i) 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.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.10 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 500 East Kennedy Boulevard, Tampa, Florida 33602, and the name of its initial registered agent at such address is David R. Ellis.

ARTICLE VII

Initial Board of Directors

This Corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David R. Ellis	500 E. Kennedy Blvd. Tampa, Florida 33602
John S. Menard	500 E. Kennedy Blvd. Tampa, Florida 33602
Richard Phagan	500 E. Kennedy Blvd. Tampa, Florida 33602

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
David R. Ellis	500 E. Kennedy Blvd. Tampa, Florida 33602

ARTICLE IX

Bylaws

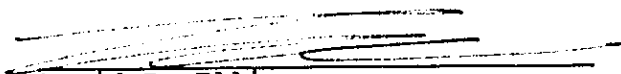
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 25th day of July, 1995.


David R. Ellis

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

David R. Ellis

Dated: July 22nd, 1995

3318-001-286473

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95 JUL 28 AM 10:55
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