

P96000030977

**PARIS & ASSOCIATES**

Professional Association  
500 East Kennedy Boulevard  
Suite 221  
Tampa, Florida 33602

Telephone (813) 221-4800

Facsimile (813) 221-4418

April 1, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: American Medical Appraisal, Inc.

Dear Madam:

4000001768504  
04/04/96--01078--001  
\*\*\*\*122.50 \*\*\*\*122.50

I am enclosing an original and one copy of Articles of Incorporation with regard to the above corporation for filing in the office of the Secretary of State.

A check in the amount of \$122.50 is enclosed representing the following:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	52.50
Total	\$122.50

Please forward the certified copy to me at the above address.

Thank you.

Very truly yours,

*Karen W. Kallal*

KAREN W. KALLAL  
Certified Legal Assistant

KK:tm  
Enclosures

FILED  
96 APR -4 PM 2:18  
TALLAHASSEE, FLORIDA  
DB

**ARTICLES OF INCORPORATION  
OF  
AMERICAN MEDICAL APPRAISAL, INC.**

FILED  
JAN 10 1980  
CLERK OF COURT  
JAN 10 1980  
JAN 10 1980

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be: American Medical Appraisal, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The principal office of the corporation and its mailing address is: 2005 Pan Am Circle, Suite 500, Tampa, Florida 33607.

**ARTICLE III**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**

**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 5,000 shares of common stock. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of

this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2005 Pan Am Circle, Suite 500, Tampa, Florida 33607 and the initial registered agent of this corporation at such office shall be Judith Cornelius. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII

##### Board of Directors

The Board of Directors of this corporation shall consist of not less than two (2) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law or by agreement of the shareholders directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the majority act of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
Christine Cardin	4301 N Fairfax Dr., Suite 1110 Arlington, Virginia 22203
Elizabeth Iannone	15321 Burbank Drive Spring Hill, Florida 34609
Judith Cornelius	2005 Pan Am Circle, Suite 500 Tampa, Florida 33607

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Deborah M. Paris, Esq.	Paris & Associates, P.A. 500 E. Kennedy Blvd., Suite 221 Tampa, Florida 33602

## ARTICLE X

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two (2) years shall have expired since such action by vote of such stockholders.

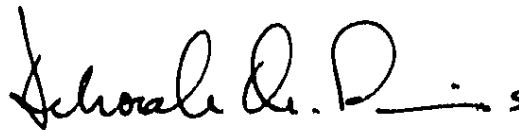
(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provision or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, a written shareholders' agreement, or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XI

##### Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

A handwritten signature in black ink, appearing to read "Deborah M. Paris", is written over a horizontal line.

DEBORAH M. PARIS  
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

JUDITH CORNELIUS does hereby accept the designation of Registered Agent and states that she is familiar with, and accepts, the obligations provided for in 607.0501 and 607.0505, Florida Statutes.

DATED this 28th day of March, 1996.

Judith Cornelius  
JUDITH CORNELIUS

FILED  
65 APR -4 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA