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TRANSMITTAL LETTER

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

800001753013
-04/24/96--01069--015
*****78.75 *****78.75

SUBJECT: Manning Appraisal Group, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Stephen A. MANNING
Name (printed or typed)

1534 HOLLY OAKS LAKE ROAD WEST
Address

JACKSONVILLE, FLORIDA 32225
City, State & Zip

904-642-2054
Daytime Telephone number

FILED
96 APR 24 PM 7:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

GB4/29/96

ARTICLES OF INCORPORATION

FILED
96 APR 24 PM 7:16
STATE OF FLORIDA
TALLAHASSEE

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Manning APPRAISAL GROUP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1534 HOLLY OAKS LAKE ROAD WEST
JACKSONVILLE, FLORIDA 32225

ARTICLE III SHARES

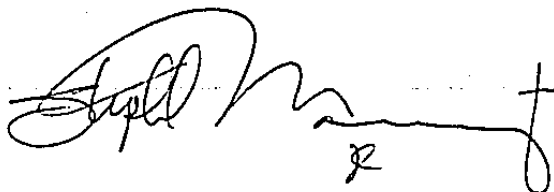
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 per share
all shares issued as common stock
all owned by Stephen A. Manning

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

STEPHEN A. MANNING
1534 HOLLY OAKS LAKE ROAD WEST
JACKSONVILLE, FLORIDA 32225



ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):


Stephen A. Manning PRESIDENT / SECRETARY
1534 HOLLY OAKS LAKE ROAD WEST
JACKSONVILLE, FLORIDA 32225

Sheryl W. Manning VICE PRESIDENT / TREASURER
1534 HOLLY OAKS LAKE ROAD WEST
JACKSONVILLE, FLORIDA 32225

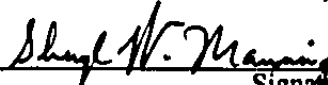
The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15 day of APRIL, 1996.

(An additional article must be added if an effective date is requested.)



Signature



Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is: Manning Appraisal Group, Inc.

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

Stephen A. Manning
(NAME)
1534 HOLLY OAKS LAKE ROAD WEST
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
JACKSONVILLE, FLORIDA 32225
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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) 2

4-15-96
(DATE)