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PETER E. KELLY
ATTORNEY AT LAW
1000 PRINCEWILLIE WAY • SUITE II
SANITEL, FLORIDA 33087

FACSIMILE (813) 698-0911
NEW FACSIMILE NO. 1 (941) 395-2215

TELEPHONE (813) 698-0911

October 18, 1996

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

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-10/25/96--01017--008
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RE: Appraisal Services of SW FL, Inc.

Dear Sirs;

Enclosed is an original and one copy of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation.

Please provide a certificate of status and a certified copy of these Articles.

A check for \$131.25 is enclosed. This represents payment for:

Articles of Incorporation	\$ 35.00
Designation of and Acceptance by a Registered Agent	\$ 35.00
Certificate of Status	\$ 8.75
Certified Copy of Articles of Incorporation	\$ 52.50

Thank you for your prompt attention to this matter.

Very truly yours,

Peter E. Kelly
PETER E. KELLY

PEK/rak
Enclosure

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
APPRAISAL SERVICES OF SW FL, INC.**

The Undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name of the Corporation is: APPRAISAL SERVICES OF SW FL, INC. The principal office of the Corporation is:

16007 Davis Road, Unit 215

Fort Myers, Florida 33908

The mailing address of the Corporation is:

16007 Davis Road, Unit 215

Fort Myers, Florida 33908

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock.

Article 5. Limitation on Sale or Transfer of Shares. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 16007 Davis Road, Unit 215, Fort Myers, Florida 33908, and the name of its initial Registered Agent at that address is Ronald S. Benak.

Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:


Ronald S. Benak 16007 Davis Road, Unit 215, Fort Myers, Florida 33908,

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Ronald S. Benak 16007 Davis Road, Unit 215, Fort Myers, Florida 33908,

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this
10/21 day of October, 1996.

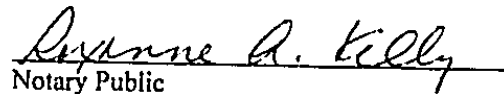

Ronald S. Benak

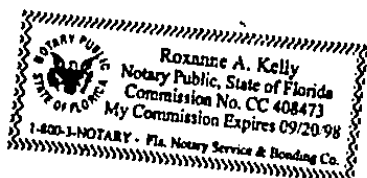
STATE OF FLORIDA)
)ss
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 21st day of October, 1996, by Mr. Ronald S. Benak, who is personally known to me, and who did not take an oath.

My Commission Expires:

SEAL:


Notary Public
ROXANNE A. KELLY
Printed Name

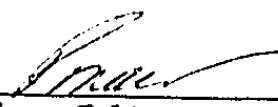


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**ACCEPTANCE BY DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Date: Oct. 21, 1996



Signature of Agent

RONALD S. BENAK
Printed Name