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Bowles Appraisal Services

7300 Aloma Avenue
Winter Park, FL. 32792
Phone 407-657-6002 Fax 407-677-0585

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 5, 1996

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

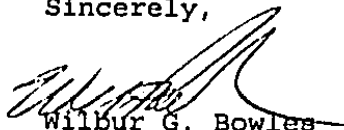
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Dear Sir:

Enclosed please find Articles of Incorporation and the Designation and Acceptance of Registered Agent for filing, together with our check in the amount of \$122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,


Wilbur G. Bowles

Enclosures

PX
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ARTICLES OF INCORPORATION
OF
Bowles Appraisal Services, Inc.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:
Bowles Appraisal Services, Inc.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:

7300 Aloma Avenue
Winter Park, Florida 32792,
and the name of the initial Registered Agent for the corporation at that address is Wilbur G. Bowles.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnifi-

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cation shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Claude D. Yeager
Wilbur G. Bowles

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

Wilbur G. Bowles
7300 Aloma Avenue
Winter Park, Florida 32792

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 5th day of November, 1996.

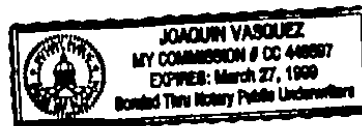
Incorporator:

Wilbur G. Bailes

The foregoing instrument was executed and acknowledged before me at _____, County of Orange, State of Florida, this 5 day of Nov, 1996 by Wilbur G. Bailes ("Incorporator"), who is personally known to me or who showed Mil. ID as identification and who did/did not take an oath.

(SEAL)

Joachim Vasquez
Notary Public
State of Florida
My Commission Expires:
3-27-99



CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THE
STATE OF Florida, AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida,
the following is submitted.

That Bowles Appraisal Services, Inc., desiring to qualify
under the laws of the State of Florida, with its principal place
of business in the City of Winter Park, State of Florida, has
named Wilbur G. Bowles located at:

7300 Aloma Avenue
Winter Park, Florida 32792

as its Registered Agent to accept service of process within the State of
Florida.

November 5, 1996

Bowles Appraisal Services, Inc.

By: Claude D. Yeager
(Corporate Signature)
Claude D. Yeager
President

ACCEPTANCE

Having been named to accept service of process for the above
stated corporation at the place designated above, I HEREBY AGREE TO ACT
in this capacity and agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.

November 5, 1996

Wilbur G. Bowles
(Registered Agent)

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