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DANIEL C. PERRI

Attorneys at Law

5 Clifford Drive

Suite Twelve

Shalimar, Florida 32579

Daniel C. Perri

Alexandra R. Haught

Telephone (904) 651-3011

Facsimile (904) 651-3306

March 3, 1997

Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

300002105103--9

-03/05/97--01082--003

\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation

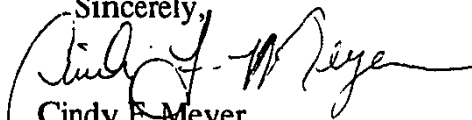
Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for All-Star Appraisal Professionals, Inc. Please file the original Articles and return a file-stamped copy along with a Certificate of Incorporation.

Also enclosed is a check in the amount of \$122.50 representing your filing fee.

I appreciate your assistance in this matter.

Sincerely,



Cindy F. Meyer  
Legal Assistant to  
Daniel C. Perri

DCP/cfm  
Enc.

MAR 11

BSB

FILED  
TALLAHASSEE, FLORIDA

97 MAR 5 PM 3:08

FILED

97 MAR 15 PM 3:08

**ARTICLES OF INCORPORATION  
OF  
ALL-STAR APPRAISAL PROFESSIONALS, INC.**

STATE  
FLORIDA

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I  
NAME**

The name of this corporation is ALL-STAR APPRAISAL PROFESSIONALS, INC.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually.

**ARTICLE III  
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Shalimar, FL 32578, and the name of the initial registered agent at that address is DANIEL C. PERRI.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is two. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

Susan Griffith  
480 Sugar Drive  
Santa Rosa Beach, FL 32459

Sharon Lynn Nelson  
437 South Shore Drive  
Destin, FL 32541

**ARTICLE VII**  
**INITIAL INCORPORATORS**

The name and address of the initial incorporators of this corporation are as follows:

Susan Griffith  
480 Sugar Drive  
Santa Rosa Beach, FL 32459

Sharon Lynn Nelson  
437 South Shore Drive  
Destin, FL 32541

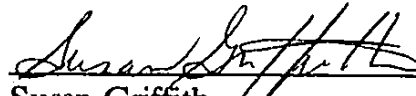
**ARTICLE VIII**  
**PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

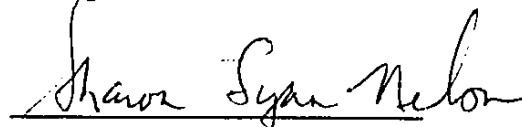
The principal office address of the Corporation is 480 Sugar Drive, Santa Rosa Beach, FL 32459. The mailing address for the Corporation is P.O. Box 1748, Santa Rosa Beach, FL 32459.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 28<sup>th</sup> day of February, 1997, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

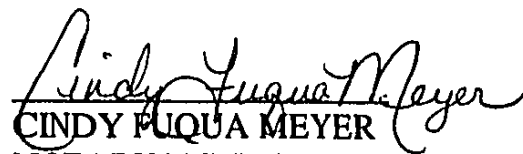
  
Susan Griffith  
Incorporator

  
Sharon Lynn Nelson  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Susan Griffith, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 28<sup>th</sup> day of February, 1997.

  
CINDY FUQUA MEYER  
NOTARY PUBLIC  
My Commission Expires:

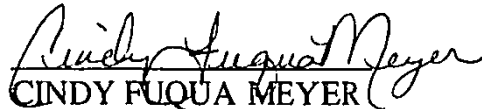


CINDY FUQUA MEYER  
My Commission CC312488  
Expires Sep. 01, 1997  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Sharon Lynn Nelson, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 28<sup>th</sup> day of February, 1997.

  
CINDY FUQUA MEYER  
NOTARY PUBLIC  
My Commission Expires:




CINDY FUQUA MEYER  
My Commission CC312488  
Expires Sep. 01, 1997  
Bonded by HAI  
800-422-1555

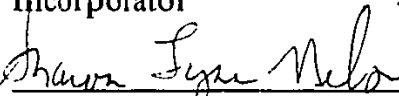
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is ALL-STAR APPRAISAL PROFESSIONALS, INC.
2. The address of the registered office is 5 Clifford Drive, Shalimar, FL 32579.
3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: February 28<sup>th</sup>, 1997.

  
Susan Griffith  
Incorporator

  
Sharon Lynn Nelson  
Incorporator

97 MAR 5 PM 3:08  
RECEIVED  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 28<sup>th</sup>, 1997.

  
DANIEL C. PERRI