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ROBERT C. WHITE, JR.
(305) 539-3327
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May 20, 1997

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VIA FEDERAL EXPRESS

Ms. Karen Beyer
Corporations Division
Secretary of State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

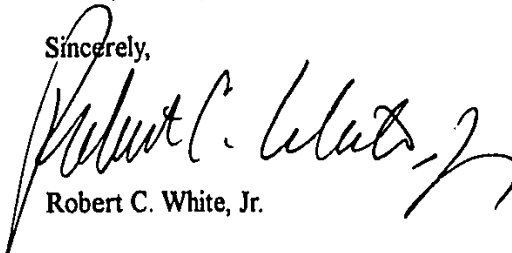
Re: **Bankers' Professional Title Associates, Inc.**
Bankers' Professional Survey Associates, Inc.
Bankers' Professional Appraisal Associates, Inc.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 4:27

Dear Ms. Beyer:

Enclosed for filing are Articles of Incorporation for the three above-referenced proposed Florida corporations. Also enclosed is our check in the amount of \$367.50 in payment of filing fees. Would you please return the certified copy of these Articles to me in the enclosed Federal Express envelope? Thank you very much for your help with this matter.

Sincerely,



Robert C. White, Jr.

RCW/vw
Enclosure

MI-42801.01



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

SECRET
DIVISION OF CORPORATIONS
97 MAY 23 PM 4:21

May 22, 1997

Ms. Jan E. Blanck
Lawyer's Assistant to
Robert C. White, Jr.
Kirkpatrick & Lockhart LLP
Miami Center-20th Floor
201 South Biscayne Boulevard
Miami, Florida 33131-2399

Dear Ms. Blanck:

Re: "Bankers' Professional Title Associates, Inc."
"Bankers' Professional Survey Associates, Inc."
"Bankers' Professional Appraisal Associates, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

Wm. Douglas Johnson
Assistant Director
Division of Banking
101 East Gaines Street
The Fletcher Building - Sixth Floor
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 PM 4:21

**ARTICLES OF INCORPORATION
OF**

BANKERS' PROFESSIONAL SURVEY ASSOCIATES, INC.

The undersigned, acting as incorporator of BANKERS' PROFESSIONAL SURVEY ASSOCIATES, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Bankers' Professional Survey Associates, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be 580 Village Blvd., Suite 360, West Palm Beach, Florida 33409.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all activities permitted by the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be Miami Center - Suite 2000, 201 South Biscayne Boulevard, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Robert C. White, Jr.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert C. White, Jr.	Kirkpatrick & Lockhart LLP Miami Center - Suite 2000 201 South Biscayne Boulevard Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of May, 1997.



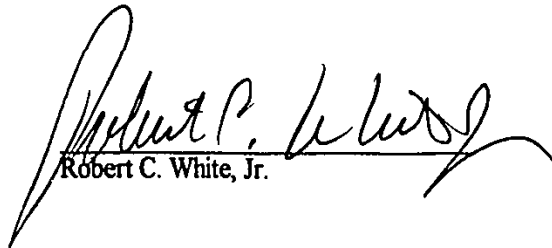
Robert C. White, Jr.
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

Having been named to accept service of process for Bankers' Professional Survey Associates, Inc. at the place designated in the foregoing Articles of Incorporation, Robert C. White, Jr. agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: May 20, 1997


Robert C. White, Jr.

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