

P97000053320
KIRKPATRICK & LOCKHART LLP

MIAMI CENTER-20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2399

TELEPHONE (305) 539-3300
FACSIMILE (305) 358-7095

JAN E. BLANCK
(305) 539-3364
BLANCKJE@KL.COM

June 13, 1997

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

300002216123--3
-06/18/97--01082--025
***122.50 ***122.50

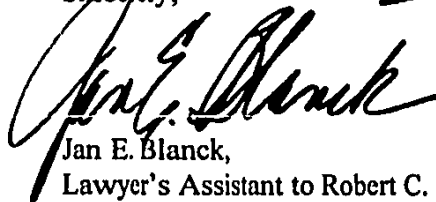
Re: BANKERS PROFESSIONAL ASSOCIATES, INC.

Ladies and Gentlemen:

Enclosed for filing with your offices are articles of incorporation, in duplicate, prepared on behalf of Bankers Professional Associates, Inc., a proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 in payment of filing fees (\$35.00), registered agent filing fee (\$35.00) and a certified copy (\$52.50). Please forward the certified copy of the articles to me in the self-addressed Federal Express envelope provided.

Thank you for your attention to this matter.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Robert C. White, Jr.

cc: Robert C. White, Jr., Esq.

DMY
6/17/97

EFFECTIVE DATE
6-11-97

FILED
97 JUN 16 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI-41096.01



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

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

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,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", written over a horizontal line.

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

**ARTICLES OF INCORPORATION
OF
BANKERS PROFESSIONAL ASSOCIATES, INC.**

FILED

97 JUN 16 AM 11:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

EFFECTIVE DATE
6-11-97

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

ARTICLE II

ADDRESS

The street address of this Corporation shall be 631 US Highway 1, Suite 309, North Palm Beach, Florida 33408.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual, commencing on June 11, 1997.

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:

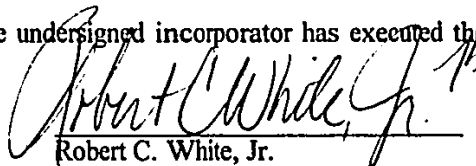
Name

Address

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 11th day of June, 1997.


Robert C. White, Jr.
Incorporator

FILED

CERTIFICATE OF REGISTERED AGENT

97 JUN 16 AM 11:30

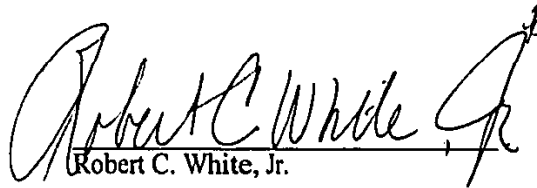
OF

BANKERS PROFESSIONAL ASSOCIATES, INC.

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named to accept service of process for Bankers Professional 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: June 11, 1997


Robert C. White, Jr.