

KOKO HEAD, P. A.

Attorney at Law

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P97000095409

November 3, 1997

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

Re: Keith Howard & Associates, P.A.

Gentlemen:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of Keith Howard & Associates, P.A.
2. My operating account check in the amount of \$122.50 to cover the cost of the filing and certification fees.

Please file the Articles of Incorporation and return to me a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely,

Koko Head
Koko Head

KH/dlh
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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RP
11-7-97

ARTICLES OF INCORPORATION
OF
KEITH HOWARD & ASSOCIATES, P.A.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, who is duly licensed to practice real estate appraising under the laws of the state of Florida, adopts these articles to form a corporation under the Professional Service Corporation and Limited Liability Company Act, Chapter 621 Florida Statutes.

ARTICLE I.

NAME

The name of this professional service corporation is Keith Howard & Associates, P.A.

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is 707 Mill Creek Road, Suite 400, Jacksonville, Florida 32211.

ARTICLE III.

PURPOSE

This professional service corporation is formed to engage in every phase and aspect of the practice of real property appraising. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation; provided, however, that no shares shall be issued to anyone other than an individual duly licensed to practice law in the state of Florida.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 2970 Hartley Road, Suite 104, Jacksonville, FL 32257 and the name of the initial registered agent of this corporation at that address is Koko Head, Esquire. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Keith Howard

ADDRESS

707 Mill Creek Road, Suite 400
Jacksonville, Florida 32211

ARTICLE VII.

RESTRAINT ON ALIENATION OF SHARES

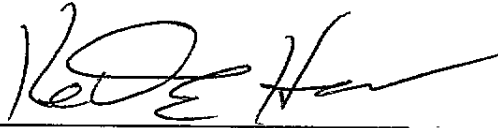
The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, including any transfer upon the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. No shareholder of the corporation may sell or transfer stock in the corporation except to another individual who is eligible to be a shareholder of this professional service corporation.

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholder(s) may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 4 day of November, 1997.

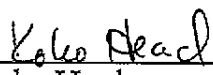


Keith Howard

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
KEITH HOWARD & ASSOCIATES, P.A.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Keith Howard & Associates, P. A., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2970 Hartley Road, Suite 104, Jacksonville, Florida 32257.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 24 day of November, 1997.



Koko Head
Registered Agent

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DIVISION OF CORPORATIONS
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