

12/31/97

12:55

WINTTER & ASSOCIATES P A ATTY'S

001

P97000109108

12/31/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

12:29

((H97000021449 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: WINTTER & MASON, P.A.

ACCT#: 104726002563

CONTACT: WENDY

PHONE: (954)920-7014

FAX #: (954)920-7080

NAME: ALL-FLORIDA APPRAISAL SERVICES, INC.

AUDIT NUMBER.....H97000021449

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
97 DEC 31 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/31/97

H97000021449

FILED  
97 DEC 31 PM 1:41  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ALL-FLORIDA APPRAISAL SERVICES, INC.**

The undersigned incorporator, a natural person, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation and its principal place of business is as follows:

**ALL-FLORIDA APPRAISAL SERVICES, INC.**  
2900 Griffin Road, #1  
Fort Lauderdale, Florida 33312

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be:

A. To transact any and all lawful business for which corporations may incorporate under the Florida General Corporation Act.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of such services.

C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the corporation enumerated in these Articles of Incorporation or any amendment thereto, and to do any act necessary or incidental to the protection and benefit of the corporation; and in general either alone or in association with other corporations, firms or

PREPARED BY:  
CHRISTOPHER Q. WINTER, ESQUIRE  
WINTER & ASSOCIATES, P.A.  
2239 HOLLYWOOD BOULEVARD  
HOLLYWOOD, FLORIDA 33020  
(954) 920-7014

H97000021449

H97000021449

individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the corporation.

D. It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, or other laws of the State of Florida.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

### **ARTICLE IV - REGISTERED AGENT AND OFFICE**

The initial registered agent of this corporation shall be J. Michael Hilton and the initial registered office of this corporation shall be 2900 Griffin Road, #1, Fort Lauderdale, FL, 33312.

### **ARTICLE V - ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal office of this corporation shall be 2900 Griffin Road, #1, Fort Lauderdale, FL, 33312.

### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall commence December 31, 1997 and shall exist perpetually unless dissolved according to law.

### **ARTICLE VII - BOARD OF DIRECTORS**

A. The initial number of directors of this corporation shall be two.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Directors but shall never be less than one.

H97000021449

H97000021449

C. The name and street address of the initial members of the Board of Directors to hold office for the first year of existence of this corporation or until their successors are elected or appointed and has qualified are:

J. Michael Hilton  
2206 Pierce Street  
Hollywood, FL 33020

Michael Boykin  
2457 N. E. 26<sup>th</sup> Avenue  
Fort Lauderdale, FL 33305

D. Any Director may be removed from office for any cause deemed sufficient by the shareholders of the corporation. Such removal shall be by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders.

#### ARTICLE VIII - INCORPORATOR

The following is the name and address of the person signing these Articles of Incorporation:

J. MICHAEL HILTON  
2206 Pierce Street  
Hollywood, Florida 33020

#### ARTICLE IX - BY-LAWS

The power to adopt, amend or repeal By-Laws for the management of this corporation shall be vested in the Board of Directors.

#### ARTICLE X - ADDITIONAL CORPORATE POWERS

In furtherance hereof and not in limitation of the general powers conferred by the laws of the State of Florida and pursuant to the purposes and objectives hereinabove stated, this corporation shall have all and singular the following powers:

H97000021449

H97000021449

A. To enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, which any person, firm or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

B. To purchase and acquire any and all of its shares owned and held by any shareholder who should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, provided however, that the capital of the corporation shall not be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following:  
(1) a pension plan; (2) a profit sharing plan; (3) a stock bonus plan; (4) a thrift and savings plan;  
(5) a restricted stock option plan; or (6) any other retirement or incentive compensation plan.

#### ARTICLE XI - AMENDMENT

The corporation reserves the right to amend these Articles of Incorporation in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

H97000021449

12/31/97

12:58

WINTTER & ASSOCIATES P A ATTY'S

006

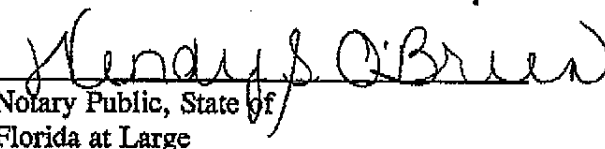
H97000021449

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal this  
31<sup>st</sup> day of December, 1997.

  
J. MICHAEL HILTON

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF BROWARD   )

The foregoing instrument was acknowledged before me by J. MICHAEL HILTON \_\_\_\_\_  
who is personally known to me or XV who has produced \_\_\_\_\_ as  
identification, and who did take an oath, on this 31<sup>st</sup> day of December, 1997.

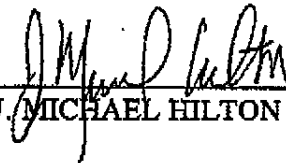
  
Notary Public, State of  
Florida at Large

My Commission Expires:



#### ACCEPTANCE

Having been named Registered Agent to accept service of process for the above-named corporation, at place designated in this certificate, I hereby agree to act in that capacity and to comply with the provisions of Florida Statute 48.091.

  
J. MICHAEL HILTON

HALIBRARY\WINTTER\Corporate\ALL-FLORIDA APPRAISAL SERVICES\ARTICLES OF INCORPORATION.wpt

H97000021449

FILED  
97 DEC 31 PM 1:41  
TALLAHASSEE, FLORIDA