

P98000012514



ACCOUNT NO. : 072100000032

REFERENCE : 697091 160905A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : February 6, 1998

ORDER TIME : 10:51 AM

ORDER NO. : 697091-005

CUSTOMER NO: 160905A

600002423866--3

CUSTOMER: Ms. Sonia Serrano
SHAPO FREEDMAN & BLOOM, P.A.

Suite 4750
200 South Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: M & E ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

W98-2779

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 9:51

RECEIVED
98 FEB -6 PM 12:25
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 9:51

February 6, 1998

CSC NETWORK

SUBJECT: M & E ASSOCIATES, INC.
Ref. Number: W98000002779

RESUBMIT

Please give original
submission date as file date.

We have received your document for M & E ASSOCIATES, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 498A00007051

RECEIVED
98 FEB -9 AM 8:35
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

M & E APPRAISERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 9:51

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

M & E APPRAISERS, INC.

The principal place of business of this corporation shall be 17357 Northwest 66 Court, Miami, Florida 33015.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of the United States and of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$.01 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the

Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE V

The street address of the initial registered agent is 17357 Northwest 66 Court, Miami, Florida 33015 and the name of the initial registered agent of the corporation at that address is Sonia Serrano.

ARTICLE VI

The corporation shall have at least one director initially. The number of directors may be increased or diminished from time to time pursuant to the by-laws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference, telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE IX

The name and street address of the incorporator signing these articles is:

SONIA SERRANO
17357 Northwest 66 Court
Miami, Florida 33015

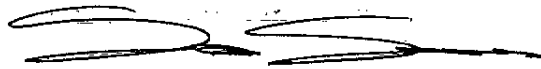
ARTICLE X

The initial by-laws of this corporation shall be adopted by the directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE XI

The corporation shall indemnify all officers and directors or any former officers or directors, to the fullest extent permitted by law.

EXECUTED at Miami, Florida, this 26th day of January, 1998.



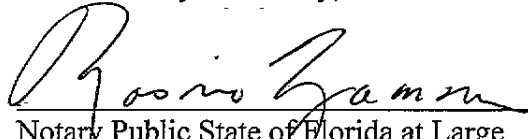
SONIA SERRANO

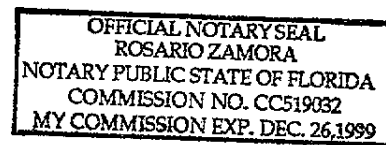
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared **SONIA SERRANO**, to me known to be the person who subscribed to the foregoing Articles of Incorporation and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 26th day of January, 1998.


Notary Public State of Florida at Large



**CERTIFICATE OF DESIGNATING
RESIDENT AGENT AND RESIDENT OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 9:51

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

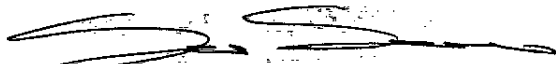
DESIGNATION

M & E APPRAISERS, INC.

desiring to organize under the laws of the State of Florida, hereby designates South Florida Resident Agents, Inc. as its registered agent and 17357 Northwest 66 Court, Miami, Florida 33015 as its registered office.

ACCEPTANCE

Having been named as Registered Agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.



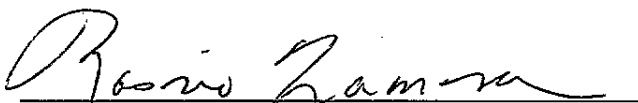
SONIA SERRANO

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared SONIA SERRANO, to me known to be the Registered Agent of and acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 26th day of January, 1998.



Notary Public, State of Florida at Large

