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**ADMITTED IN NEW YORK ONLY

February 19, 1998

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: CEC Appraisal Services, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation regarding CEC Appraisal Services, Inc., together with our client's check in the amount of \$122.50 to cover the filing fee.

After filing the original, please endorse the extra copy with a certificate of approval and return it to us in the provided envelope.

Very truly yours,

BOND, SCHOENECK & KING, P.A.

By: 
Dennis C. Brown

FILED
98 FEB 25 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DCB:lab
Enclosures

722 2/25/98

ARTICLES OF INCORPORATION
OF
CEC APPRAISAL SERVICES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. NAME.

The name of the Corporation is
CEC APPRAISAL SERVICES, INC.

ARTICLE 2. DURATION.

The duration of the Corporation is perpetual.

ARTICLE 3. PURPOSES.

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal place of business of the Corporation is at 3106 South Horseshoe Drive, Naples, Florida, 34104. The mailing address of the Corporation is 3106 South Horseshoe Drive, Naples, Florida, 34104.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The initial registered office of the Corporation is Bond, Schoeneck and King, P.A., 1167 Third Street South, Naples, Florida, 34102. The name of the initial registered agent at that address is Dennis C. Brown, Esq.

ARTICLE 6. AUTHORIZED SHARES.

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of \$.10 per share.

ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of three members. The names and address of the initial directors of the Corporation are:

Michael F. Stephen 3106 South Horseshoe Drive
Naples, Florida 34104

Douglas J. Dane 3106 South Horseshoe Drive
Naples, Florida 34104

David E. Weston 3106 South Horseshoe Drive
Naples, Florida 34104

ARTICLE 8. INCORPORATOR.

The name and address of the sole Incorporator is:

Dennis C. Brown 1167 Third Street South
Naples, Florida 34102


ARTICLE 9. COMMENCEMENT OF EXISTENCE.

The Corporation's existence shall commence on upon the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE 10. AMENDMENT.

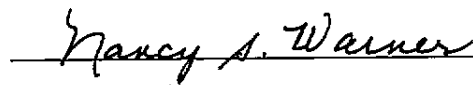
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of
Incorporation on this 19 day of February, 1998.

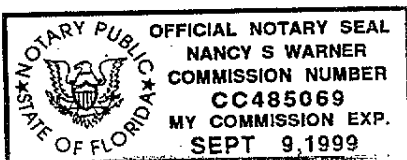

Dennis C. Brown

STATE OF FLORIDA :
:
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 23rd day of February, 1998, by
Dennis C. Brown, who is personally known to me and who acknowledged to and before me that he
executed the instrument for the purposes therein expressed.


Notary Public

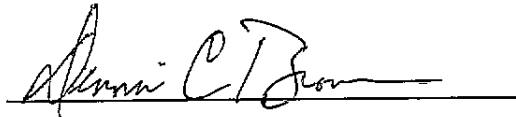
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of CEC APPRAISAL SERVICES, INC. , which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 19 day of February, 1998.

A handwritten signature in cursive script, appearing to read "Dennis C. Brown", is written over a horizontal line.

Dennis C. Brown, Esq.

Registered Agent

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98 FEB 25 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA