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ATTORNEY AT LAW
LICENSED MORTGAGE BROKER
CERTIFIED PUBLIC ACCOUNTANT (MARYLAND)

September ~~28~~³⁰, 1998

EFFECTIVE DATE
10-1-98

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-10/05/98--01023--019
****122.50 *****78.75

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

Re: **AMH Appraisal Consultants, Inc.**

Ladies and Gentlemen:

Enclosed are two executed originals of the Articles of Incorporation for the above-referenced corporation, together with a check payable to the Florida Secretary of State in the amount of \$122.50 as follows:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
 Total	 \$ 122.50

Please return a certified copy to my attention in the enclosed prepaid envelope. If you have any questions or comments, please give me a call.

Very truly yours,

Michelle Trca

Michelle G. Trca, Esquire

MGT/drt

Enclosures

cc: Ann Marie Horevitz (w/o enclosures) via hand delivery

FILED
98 OCT -5 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-7-98
AM

ARTICLES OF INCORPORATION

OF

AMH APPRAISAL CONSULTANTS, INC.

EFFECTIVE DATE

10-1-98

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 - Name

The name of the corporation (the "Corporation") is:

AMH APPRAISAL CONSULTANTS, INC.

Article II - Effective Date

The effective date of these Articles of Incorporation is October 1, 1998.

Article III - Term

The Corporation shall have perpetual existence unless dissolved pursuant to law.

Article IV - Purpose

The general nature of the services to be rendered by the Corporation shall be appraisal services, and the Corporation shall also have the ability to conduct all business as is allowed by law for for-profit corporations.

Article V - Capital Stock

The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, par value \$1.00 per share.

Article VI - Address

The initial street address of the principal office of the Corporation in the State of Florida is 2800 East Commercial Boulevard, Suite 210, Ft. Lauderdale, Florida 33308. The Board of Directors of the Corporation may from time to time move its principal office in the State of Florida to any other place in this State.

Article VII - Directors

The Corporation shall have one Director initially. The number of Directors of the Corporation may be either increased or decreased from time to time pursuant to the Bylaws, but shall never be less than one (1).

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TALLAHASSEE, FLORIDA

Article VIII - Initial Director

The name and street address of the initial Director of the Corporation who shall hold office until her successor is elected or appointed and shall have qualified is:

Ann Marie Horevitz
2800 East Commercial Boulevard, Suite 210
Ft. Lauderdale, Florida 33308

Article IX - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Ann Marie Horevitz
2800 East Commercial Boulevard, Suite 210
Ft. Lauderdale, Florida 33308

Article X - Other Provisions

1. Any Officer and/or Director of the Corporation shall be required to be duly licensed or otherwise legally authorized to render appraisal services, or be legally authorized or able to perform or otherwise provide such other business as allowed by these Articles of Incorporation and the then-existing shareholders.
2. Ownership of stock shall be limited to those persons duly licensed or otherwise legally authorized to render appraisal services, or those persons who are legally authorized or are able to perform or otherwise provide such other business as allowed by these Articles of Incorporation and the then-existing shareholders. In addition, the shareholders may, pursuant to a Bylaws provision or a shareholders agreement, recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer or encumbrances of the stock of the Corporation as they may see fit.
3. The Board of Directors of the Corporation shall adopt Bylaws for the government of the Corporation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by either the shareholders or the Board of Directors, but the Board of Directors may not alter or amend any Bylaw adopted by the shareholders.
4. Any subscriber or shareholder present at any meeting, either in person or by proxy, and any Director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he/she shall make objection at that meeting to any defect or insufficiency of notice.
5. If the Bylaws so provide, any action of the shareholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner

provided in the Bylaws, to the extent now or hereafter to be permitted under the statutes and laws of the State of Florida.

6. If the Bylaws so provide, any shareholder of the Corporation, to the extent now or hereafter permitted pursuant to the Bylaws of the Corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of the Corporation. No such agreement shall impose Directors' or Officers' liabilities upon the shareholders who are parties thereto except to the extent required by the statutes and laws of the State of Florida.
7. The Board of Directors of the Corporation is authorized to make provision for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.
8. The Corporation shall indemnify any Director, Officer or employee, or former Director, Officer or employee of the Corporation, or any person who may have served at its request as a Director, Officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director, Officer or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, Officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, Officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director, Officer or employee may be entitled under any Bylaws, agreement, vote of shareholders or otherwise.

Article XI - Grant of Preemptive Rights

Each shareholder of the Corporation shall be entitled to full preemptive rights to acquire his/her proportional part of any unissued or treasury shares of the Corporation, or securities of the Corporation convertible into, or carrying the right to subscribe to, or acquire such shares, which may be issued at any time by the Corporation.

Article XII - Registered Agent and Registered Office

The Registered Agent and registered office of the Corporation shall be:

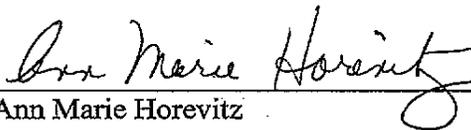
Michelle G. Trca, Esq.
Michelle G. Trca, P.A.
3036 N.E. 49th Street

Ft. Lauderdale, Florida 33308-4915

Article XIII - Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation (and any amendment hereto) by approval of not less than two-thirds (2/3) of the shareholders, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned sole Incorporator has executed these Articles of Incorporation this 30 day of September, 1998.


Ann Marie Horevitz

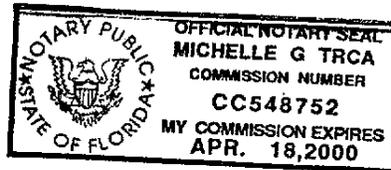
STATE OF FLORIDA)
) ss.
County of Broward)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ANN MARIE HOREVITZ, personally known to me to be person who executed the foregoing Articles of Incorporation, and she swore before me that she executed these Articles of Incorporation for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 30 day of September, 1998.


Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

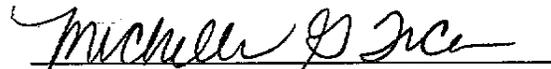
Pursuant to Section 607.0501, Florida Statutes, the Corporation submits the following in compliance therewith:

First: That **AMH Appraisal Consultants, Inc.**, a Florida corporation for profit, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named the following Registered Agent and Registered Office:

Michelle G. Trca, Esq.
Michelle G. Trca, P.A.
3036 N.E. 49th Street
Ft. Lauderdale, FL 33308-4915

in the County of Broward, State of Florida, as its agent to accept service of process within this State at such Registered Office.

Second: Having been named to accept service of process for the Corporation, at the place designated in this Certificate, I hereby accept appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Michelle G. Trca, Registered Agent

Date: 9/30/98

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TALLAHASSEE, FLORIDA