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April 1, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
APR -5 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation of Guinn Appraisal & Consulting Services, P.A.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation, along with our firm check in the amount of \$70.00, for the filing fee.

Please file the articles and forward a stamped copy of the articles to the above address. Thank you for your assistance with this matter.

Very truly yours,

Leelah Reaves

Leelah Reaves
Legal Assistant To
Edward R. Alexander, Jr.

/LR
Enclosure

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**ARTICLES OF INCORPORATION
OF
GUINN APPRAISAL & CONSULTING SERVICES, P.A.**

The undersigned incorporator, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

Guinn Appraisal & Consulting Services, P.A.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 5425 S. Semoran Blvd., Suite 1-A, Orlando, Florida, 32822

ARTICLE III - Business and Activities

The Corporation is organized to engage in the practice of real estate appraisal as a professional real estate appraisal corporation and to carry on services incident to the practice of real estate appraisal. The practice of real estate appraisal is the sole and exclusive professional service to be rendered by the Corporation. The Corporation shall have all the rights and powers now or subsequently conferred upon professional corporations by the laws of the State of Florida, including, but not limited to: owning property, entering contracts, and carrying on any business necessary, advisable or incident to the accomplishment or furtherance of the purposes or objects of this Corporation.

The professional services of this Corporation shall be carried out only through officers, employees, and agents of this Corporation, each of whom has been duly licensed as an appraiser in the State of Florida.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

Except as hereinabove provided, the rights and privileges of each class of stock shall be identical as to voting, dividends and other rights, powers and privileges.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be

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issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5425 S. Semoran Blvd., Suite 1-A, Orlando, Florida, 32822 and the name of the initial registered agent of this Corporation at that address is John F. Guinn.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be 1.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
John F. Guinn	5425 S. Semoran Blvd., Suite 1-A Orlando, Florida 32822

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VIII - Incorporator

The name and street address of the[each] incorporator signing these Articles is:

Name

Street Address

John F. Guinn

5425 S. Semoran Blvd., Suite 1-A
Orlando, Florida 32822

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIV - Shareholder Quorum

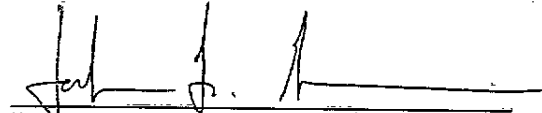
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders, provided that specified items of business that require a vote by a class or series of stock shall need a majority of such class or series to constitute a quorum.

ARTICLE XV - Director Quorum

A majority of the Directors shall constitute a quorum for the transaction of business.


This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of April, 1999.


John F. Guinn

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of a registered agent for a Florida corporation and hereby accepts the appointment to serve as the initial Registered Agent of Guinn Appraisal & Consulting Services, P.A.


John F. Guinn

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