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 Seminole, FL 33777
 Ph: (727) 398-7771
 Fax (727) 393-4344

Clearwater Office
 26338 U.S. 19 N.
 Clearwater, FL 33761
 Ph: (727) 796-0055
 Fax (727) 797-0315

St. Petersburg Office
 8601 4th St. North
 St. Petersburg, FL 33702
 Ph: (727) 577-5100
 Fax (727) 577-3246

St. Pete Beach Office
 5050 Gulf Blvd.
 St. Pete Beach, FL 33706
 Ph: (727) 367-4582
 Fax (727) 367-3751

June 14, 1999

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Division of Corporations
 409 East Gaines Street
 Tallahassee, Florida 32399

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 *****78.75 *****78.75

RE: Mills Appraisal, Inc.

Please find enclosed the original and one copy of the Articles of Incorporation for Mills Appraisal Inc. and a check in the amount of \$78.50 for the applicable fees.

Please forward the certified copy of the Articles to the following address:

J. Kal Gibron, Esq.
 Century 21 - Mills First
 7779 Starkey Road
 Seminole, Florida 33777

If you have any questions, or require any additional information, please contact me at 727/392-8600.

Very truly yours,

J. Kal Gibron
 Corporate Counsel

ENCL.
 JKG/kg

99 JUN 17 AM 7:53
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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99 JUN 17 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MILLS APPRAISAL, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person, competent to contract, and hereby forms a corporation for profit under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be **MILLS APPRAISAL, INC.**

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- (a) To perform any and all duties incident and necessary to appraise real property within the State of Florida.
- (b) To buy, sell, mortgage, exchange, lease or hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- (c) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government as far as to the extent that the same may be done and performed by the corporation organized under the Stock Corporation Law of this State.
- (d) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (e) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of the corporate indebtedness as required.
- (f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

- (g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights powers and privileges of ownership, including the right to vote such stock.
- (h) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.
- (i) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.
- (j) To engage in any and all lawful business, trades, occupations and professions.
- (k) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.
- (l) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects or powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 7,000 shares of common stock, each share having a par value of Ten Cents (10 ¢) currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV. – PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase as his pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the prices at which it is offered to others.

ARTICLE V. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is: **THOMAS P. MILLS**. The street address of the original registered off of this corporation shall be 7779 Starkey Road, Seminole, Florida 33777.

ARTICLE VII. – DIRECTORS

The number of directors may be increased from time to time in the manner set forth in the By-Laws, but the number of directors shall never be less than one (1).

ARTICLE VIII. – INITIAL DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
THOMAS P. MILLS	7779 Starkey Road Seminole, FL 33777

These people named as directors of the corporation are of full age and residents of the United States.

ARTICLE IX. – INITIAL OFFICERS

The corporation's initial officers shall be as follows:

<u>NAME</u>	<u>OFFICE</u>
THOMAS P. MILLS	PRESIDENT/SECRETARY
SHARON MILLS	VICE PRESIDENT/TREASURER

ARTICLE X. - INCORPORATORS

The name and street address of the person signing these Articles of Incorporation is:
THOMAS P. MILLS, 7779 Starkey Road, Seminole, FL 33777.

ARTICLE XI. – BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Directors at the organizational meeting; thereafter the power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders of the corporation.

ARTICLE XII. – POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIII. – COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of the corporation.

ARTICLE XIV. – SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
MILLS FIRST, INC.	7779 Starkey Road Seminole, FL 33777	3,600

ARTICLE XV. – AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XVI. – PRINCIPAL OFFICE

The principal office of this corporation shall be 7779 Starkey Road, Seminole, Florida 33777.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this _____ day of June, 1999.



THOMAS P. MILLS

STATE OF FLORIDA)

COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this _____ day of June, 1999 by THOMAS P. MILLS, who is personally known to me and who did take an oath.

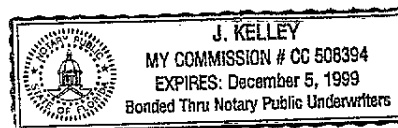


NOTARY PUBLIC



(PRINTED NAME)

MY COMMISSION EXPIRES:



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

FILED
99 JUN 17 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA

1. The name of the corporation is : MILLS APPRAISAL, INC.
2. The name and address of the registered agent and office is:

THOMAS P. MILLS
7779 Starkey Road
Seminole, Florida 33777

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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.


THOMAS P. MILLS
REGISTERED AGENT

DATE