

# P99000068954

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Division of Corporations  
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From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**AMERICAN APPRAISAL CORPORATION**

*AMERICAN Appraisal Profit Corp.*

Certificate of Status	0
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**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

August 2, 1999

FAS-T CORP

SUBJECT: AMERICAN APPRAISAL CORPORATION  
REF: W99000017848

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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THE CONFLICT IS AMERICAN APPRAISALS, INC. DOC #M35747.

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Becky McKnight  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
American Appraisal GROUP CORP.**

**ARTICLE I. NAME**

The name of this corporation shall be: **American Appraisal GROUP CORP.**

**ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE III. PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue par value shares of common capital stock      100. SHARES

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain  
Transfer Restrictions Imposed By This Corporation's  
Articles of Incorporation, A Copy of Which Is On  
File At This Corporation's Principal Office."

#### **ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be 4. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors/Officers with their Percentage in the Corporation are:

Alfredo J. Cabrera, President - 30% - 5029 SW 154th Place, Miami, FL 33183

Alfredo Ferreiro, Treasurer - 30% -- 1193 NW 133 Ct. Miami, FL 33182

Barbara C. Pita, Secretary - 10% -- 2824 SW 124th Place, Miami, FL 33175

Juan M. Toll, Vice President - 30% -- 1624 SW 140th Ave., Miami, FL 33175

#### **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE**

##### **& INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

2824 SW 124th Place, Miami, Florida, 33175

the person who shall serve as this corporation's initial registered agent at that address is:

Barbara C. Pita

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TALLAHASSEE, FLORIDA

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:      Andredo J. Cabrera, Alfredo Ferreiro and Juan Mario Toll

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Alfredo J. Cabrera, President

  
Juan M. Toll, Treasurer

  
Alfredo Ferreiro, Vice President

  
Barbara C. Pita, Secretary

I hereby accept my designation as resident agent and agree to serve as the registered agent  
I hereby state that I am familiar with and accept the  
duties and responsibilities as registered agent for American Appraisal GROUP CORP.

  
Barbara C. Pita

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

On 7-22-99, Alfredo J. Cabrera, Alfredo Ferreiro and Juan Mario Toll, designated above as the individual who shall serve as the corporation's initial registered agent and incorporation, who is personally known to me, or produced a Florida Driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of American Appraisal Corp.

  
NOTARY PUBLIC

State of Florida at Large

