

PP99000091502

TRANSMITTAL LETTER

Department of Revenue
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/07/99--01102--004
*****70.00 *****70.00

SUBJECT: ALLSTATE APPRAISAL SERVICES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 Filing Fee.

FROM: Allstate Appraisal Services, Inc.
Mike Gomez
16730 N.W. 83rd Place
Miami, Florida 33106
(305) 556-0075

FILED
1999 OCT -7 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell OCT 19 1999

1000002338



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 11, 1999

MIKE GOMEZ
ALLSTATE APPRAISAL SERVICES, INC.
16730 N.W. 83RD PLACE
MIAMI, FL 33106

SUBJECT: ALLSTATE APPRAISAL SERVICES, INC.
Ref. Number: W99000023382

We have received your document for ALLSTATE APPRAISAL SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Angela Howell
Document Specialist

Letter Number: 299A00049069

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Allstate Appraisal Services, Inc.

1. Name.

The name of the Corporation is Allstate Appraisals Services, Inc.

2. Principal Office and Registered Agent.

Its registered office in 16730 N.W. 83rd Place, the State of Florida, in the City of Miami, County of Dade with the zip code 33106. The name of its registered agent at such address is Mike Gomez.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida. The general nature of the business and activities to be transacted and carried on by this Corporation is to provide appraisal services to residential and non-residential real-estate property.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000, all of which are to be common stock with \$1.00.

5. Incorporator.

The name and mailing address of the incorporator is as follows:

Nelson Caballero
4649 Ponce De Leon, Suite 404
Coral Gables, Florida 33146

6. Existence.

The Corporation is to have perpetual existence unless dissolved according to the law.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

9. Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person the exact number to be determined from time to time in accordance with the Bylaws.

10. Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meetings of shareholders, and thereafter until his successor or successors are elected are as follows:

Mike Gomez
16730 N.W. 83rd Place
Miami, Florida 33016

STATE OF FLORIDA

COUNTY OF DADE

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of September, 1999.


Name: Nelson Caballero
4649 Ponce De Leon, Suite 404
Coral Gables, Florida 33146

9/16/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

Having been named as registered agent and 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 am familiar with and accept the obligations of my position as registered agent.



Mike Gomez

10/15/99

Date