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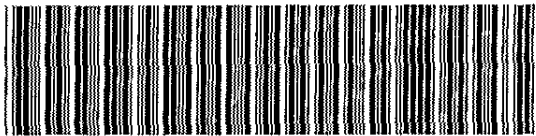
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Handyman Brigade, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Handyman Brigade, Inc
Name (Printed or typed)

1921 Robert J. Conlan Blvd, Suite 4
Address

Palm Bay, FL 32905
City, State & Zip

(321) 768-0154
Daytime Telephone number

RECEIVED
07 OCT - 1 PM 4: 12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
HANDYMAN BRIGADE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming corporation, in compliance with Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: HANDYMAN BRIGADE,
INC. _____

**ARTICLE II
PRINCIPLE OFFICE**

The principal place of business and mailing address shall be: 1921 Robert J. Conlan Blvd, Suite 4, Palm Bay, FL 32905.

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE IV
PURPOSE**

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V
STOCK**

The aggregate number of which this Corporation shall have authority to issue and have outstanding at any one time is One Thousand (1,000) share of Class A Common stock at One Dollar (\$1.00) par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be stated capital of the Corporation at any particular time, to the extent of the par value of such shares, and the excess if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE VI
AMENDMENT**

These Articles of Incorporation may be amended, altered, changed or repealed by the affirmative vote of a majority of the stock issued and outstanding at a Shareholders meeting called for that purpose.

**ARTICLE VII
SHAREHOLDER RIGHTS**

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including, but not limited to, cash, other property, services, the acquisition of the other Corporation's shares or property through the merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

The Article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the Corporation.

**ARTICLE VIII
QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the Corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

**ARTICLE IX
REGISTERED AGENT**

The name of the registered agent of the corporation shall be William G. Brogna. The address of the registered agent shall be 1921 Robert J. Conlan Blvd, Suite 4, Palm Bay, FL, 32905.

**ARTICLE X
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least one member initially. The number of directors may be increased or decreased by the Shareholder's at any time provided in the bylaws of the Corporation. The name and address of the initial director is: William G. Brogna, 1921 Robert J. Conlan Blvd., Suite 4, Palm Bay, FL 32905.

The Corporation shall have officers and such officers shall be designated in such manner and shall hold their offices and terms as prescribed by the bylaws. The powers and duties shall be determined at any time by the Board of Directors subject to the bylaws. The initial officers of the Corporation are:

William G. Brogna, President
William G. Brogna, Secretary/Treasurer

**ARTICLE XI
INCORPORATOR**

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

William G. Brogna, 1921 Robert J. Conlan Blvd, Suite 4, Palm Bay, FL 32905.

**ARTICLE XII
COMMON DIRECTOR – TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest. The Director or Directors shall at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction have his or her vote counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known the Board of Directors; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and the authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transactions.

**ARTICLE XIII
BYLAWS**

The bylaws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof.

**ARTICLE XIV
EMERGENCY BYLAWS**


The Board of Directors of the Corporation may adopt bylaws to be effective only in an emergency. An emergency exists if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the shareholders as well as the directors.

**ARTICLE XV
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as part of these Articles of Incorporation.

**ARTICLE XV
SPECIAL PROVISIONS (Continued)**

- 15.1 No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.
- 15.2 The Board of Directors may prescribe a method or methods for the replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates thereof.
- 15.3 The Board of Directors, by the affirmative vote of a majority of the Directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all Directors for services to the Corporation as Directors or officers or otherwise.



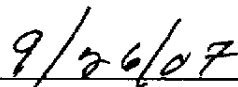
William G. Brogna, Incorporator

ACKNOWLEDGEMENT:

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent



Date



Printed name of Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA