

PA00000035563

March 28th, 2000

EFFECTIVE DATE
3-28-00

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

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-04/04/00--01039--010
*****78.75 *****78.75

Dear Sir:

Enclosed are an original and one copy of Articles of Incorporation for ABSOLUTE PROPERTY INSPECTION INC.

Please incorporate this business as of March 28th, 2000. Enclosed is a check in the amount of \$78.75, which includes the Filing fee, Registered agent designation and the fee for one certified copy.

If there are any questions pertaining to the above please contact me at (407) 327-9313.

Thank You.

Sincerely,



Robert J. Sparks
President
Absolute Property Inspection Inc.
421 Sheoah blvd., Unit 5
Winter Springs, FL 32708

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00 APR -4 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of incorporation for ABSOLUTE PROPERTY INSPECTION INC.

Article 1 Name and Duration

The name of the corporation is:
ABSOLUTE PROPERTY INSPECTION INC.

EFFECTIVE DATE
3-28-00

The principal place of business of this corporation shall be

421 Sheoah Blvd. Unit 5
Winter springs, FL 32708

The principal mailing address of this corporation shall be

421 Sheoah Blvd. Unit 5
Winter Springs, Fl 32708

The effective date of this corporation is

March 28th, 2000

The duration of the corporation shall be perpetual.

Article 2 Registered Office and Agent

The address of the registered office in the State of Florida is

421 Sheoah Blvd. Unit 5
Winter Springs, FL 32708

The name of the Registered agent at such address is

Robert J. Sparks

Article 3 Corporate Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation act of Florida. To manufacture, produce, purchase of otherwise acquire, sell, import, export, distribute and deal in goods, wares, merchandise, and materials of any kind and description and to offer services of any kind and description.
2. The forgoing purposes and activities will be interpreted as examples only and not as limitations, and nothing shall be deemed as prohibiting the corporation from extending its activities and related or otherwise permissible lawful business purposes

that may become necessary, profitable or desirable for the furtherance of the corporation objectives expressed above.

3. In furtherance of its corporate purposes, the corporation shall have all of the general And specific powers granted to and conferred on a corporation by the General Corporation act of Florida.

Article 4 Capital Stock

1. The total number of shares of capital stock that the corporation has the authority to issue is 100 shares of common stock ("Common Stock") \$1.00 par value per share.
2. The designations, voting powers, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions of the above stocks are as follows:
 - a. The holders of the common stock are entitled to receive, to the extent permissible by law, such dividends as may be declared from time to time by the Board of Directors.
 - b. In the event of a voluntary or involuntary liquidation, dissolution, distribution of assets of winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of common stock shall be entitled to receive all of remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares they hold respectively. The merger or consolidation of the corporation into or within any other Corporation, or the merger of any other corporation into it, or any purchase or redemption of common stock of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.
 - c. Each holder of common stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.
 - d. The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance or subscription of shares.
 - e. Any person, upon becoming the owner or holder of any shares (Common Stock) or other securities having voting rights issued by this Corporation ("Shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged or repealed by legislative enactment's of the State of Florida, or of the United States hereinafter adopted with such references to or affect corporations, such securities or such persons if any; and that the corporation reserves

the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactment's.

Article 5 Incorporator

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

ROBERT J. SPARKS
421 SHEOAH BLVD. UNIT 5
WINTER SPARINGS, FL 32708

Article 6 Board of Directors

1. All Corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by under the direction of the Board of Directors except as otherwise herein provided or reserved to the holders of the Common Stock. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the General Corporation Act of Florida, the Board of Directors is expressly authorized:

- a. To make, alter or repeal the by-laws of the Corporation
- b. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves

For any proper purposes and to abolish any reserve in the manner in which it was created.

- c. By a majority of the whole board, to decent one or more committees, each committee to consist of one or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. At any such committee to the extent provided in the resolution of the board of directors, or in the bylaws of the corporation, shall have and may exercise all of the powers and authority of the of the board of directors in the management of the business and affair of the corporation to the extent provided by the General Corporation Act of Florida and may authorize the seal of the Corporation to be affixed to all papers which may require it; but not such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the stockholders the sale , lease or exchange of all or substantially all of the Corporations property and assets, recommending to the shareholders a dissolution of the Corporation or the revocation of a dissolution, or

amending the bylaws of the Corporation: and, unless the resolution or by-laws expressly so provide no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.

- d. When and as authorized by the shareholders in accordance with statute, to sell lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation, as the board of directors shall deem expedient and for the best interest of the corporation.
-
2.
 - a. The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of the shareholders.
 - c. If any vacancy occurs in the Board of directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until next annual meeting of the shareholders.
 - d. The name(s) and mailing address(es) of the person(s) who shall serve as director(s) of the Corporation until the first annual meeting of shareholders is as follows:

ROBERT J. SPARKS
421 SHEOAH BLVD. UNIT 5
WINTER SPRINGS, FL 32708

Article 7 Records

The books of the Corporation may be kept (unless prohibited by law) outside the State of Florida, at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

Article 8 Director and Shareholder Action by Consent

Any Corporate Action upon which a vote of directors or a committee thereof or shareholders is required or permitted may be take without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provides, that in no case shall the written consent by holders having less than a minimum percentage of the vote required by statute for

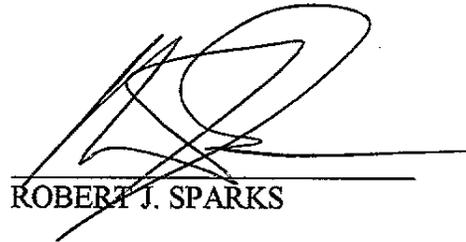
the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent .

Article 9 Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly set my hand.

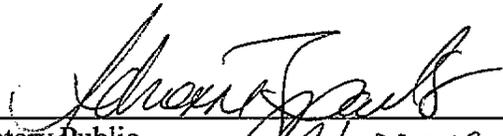
Dated this *28th* day of *March*, 2000


ROBERT J. SPARKS

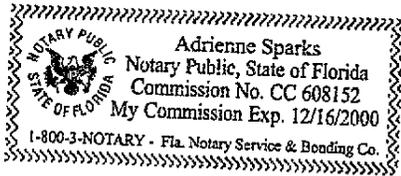
State of Florida
County of Seminole

Be it remembered, that on this *28th* day of *March*, 2000
Personally appeared before me, the undersigned officer duly authorized to administer oaths and take acknowledgements, Robert J. Sparks, a party to the forgoing Articles of Incorporation, known to me to be such, and I having first made known to him the contents of said Articles, he did acknowledge that he signed and delivered the same as his voluntary act and deed.

Given under my hand and seal of office the day and year aforesaid.



Notary Public *Adrienne Sparks*
Robert J. Sparks personally known
My commission expires:



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00 APR -4 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

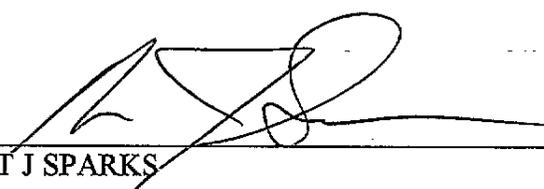
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED ADDRESS

Persuant to the provisions of sections 607.0501 or 617.0501, 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: ABSOLUTE PROPERTY INSPECTION INC.
2. The name and address of the registered agent is: ROBERT J. SPARKS
421 SHEOAH BLVD. UNIT 5
WINTER SPRINGS, FL. 32708

HAVING BEING NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEARBY 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.



ROBERT J SPARKS

3-28-2000
DATE