

JOHN D. FERENCHIK
4301 LAVENDER DRIVE
PALM HARBOR, FLORIDA 34685
727-939-2887 FAX 727-939-0887

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FILED
00 JUN 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 28, 2000

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

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*****87.50 *****87.50

Enclosed please find Articles of Incorporation for:

HOMESAVER USA, INC.
4301 LAVENDER DRIVE
PALM HARBOR, FLORIDA 34685

Also included is a check in the amount of \$87.50 payable to the Division of Corporations in payment for filing fees, certified copy and certificate of status.

Sincerely,


John D. Ferenchik

D. BROWN JUL - 5 2000

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

HOMESAVER USA, INC.

ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

**4301 Lavender Drive
Palm Harbor, Florida 34685**

ARTICLE III - PURPOSE

The purpose for which this corporation is organized is to engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - PERIOD OF DURATION

The period of the duration of this corporation is perpetually, commencing on the date of execution and acknowledgement of these articles or the earliest date allowable by the division of corporations, unless dissolved according to law.

ARTICLE V - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

A special meeting of the shareholders shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and the adoption of the bylaws.

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ARTICLE VI - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a \$1.00 par value per share.

ARTICLE VII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite of their name:

John D. Ferenchik	100
Cynthia E. Ferenchik	100

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, call, or series as that which he/she already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX - DIRECTORS

This corporation shall have one director, initially, and the number of directors may increase or decrease by the amendment of the bylaws of the corporation but in no case be less than one.

The name and street address of the members of the initial board of directors are as follows:

John D. Ferenchik
4301 Lavender Drive
Palm Harbor, Florida 34685

ARTICLE X - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

John D. Ferenchik
4301 Lavender Drive
Palm Harbor, Florida 34685

ARTICLE XI - INCORPORATORS

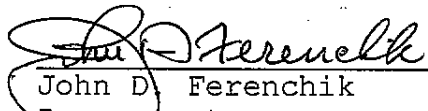
The names and street addresses of the incorporators to these Articles of Incorporation are:

John D. Ferenchik
4301 Lavender Drive
Palm Harbor, Florida 34685

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

In witness whereof, the undersigned Incorporators have executed these Articles of Incorporation, this 20th day of JUNE, 2000.

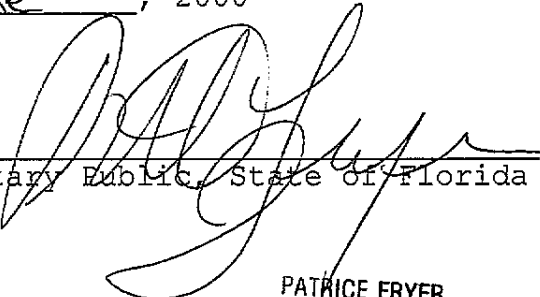


John D. Ferenchik
Incorporator

State of Florida
County of Pinellas

BEFORE ME, the undersigned authority, personally appeared **John D. Ferenchik**, being duly sworn, say that they are the individual(s) described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28 day of June, 2000



Notary Public, State of Florida

PATRICE FRYER
Notary Public, State of Florida
My comm. exp. Mar. 2, 2003
Comm. No. CC813993

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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 agent/registered office, in the State of Florida:


HOMESAVER USA, INC.

The name and address of the registered agent and office is:

**John D. Ferenchik
4301 Lavender Drive
Palm Harbor, Florida 34685**

Acknowledgment:

Having been named as registered agent and to accept service of process for the above 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.



John D. Ferenchik
Registered Agent

6/28/00
Date