

**P00000098766**  
MARK ALAN CRONE

1050 Lake Sybelia Drive  
Maitland, FL 32751  
407-539-1050 PHONE  
407-539-1762 FAX

200003410272-1  
-09/29/00--01085-013  
\*\*\*\*160.00 \*\*\*\*160.00

October 12, 2000

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

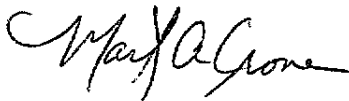
Re: Houseplan.com, Inc. (previously Houseplan.com, LLC) Corporate Filing  
Ref #: W00000024017

Dear Ms. Hodges:

Please find enclosed a copy of the Houseplan.com, Inc., Articles of Incorporation. Please note we are requesting that you modify our filing from LLC to a normal Corporation.

Please call me if you have any questions.


Sincerely,



Mark A. Crone

FILED  
00 OCT 13 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc & us

  
GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT add R.A. acceptance  
DATE 10/19  
DOC. EXAM DR

/ T. Burch OCT 19 2000

ARTICLES OF INCORPORATION  
FOR  
HOUSEPLAN.COM, INC.

FILED  
00 OCT 13 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under and by virtue of the laws of the State of Florida for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

The name of this corporation shall be HOUSEPLAN.COM, INC., and the mailing address is 1050 S. Lake Sybelia Dr., Maitland, Florida 32751.

ARTICLE II

The objects and purposes of the corporation and the general nature of the business or businesses to be transacted shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.
2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
3. To borrow money from any person, firm, or corporation; to issue bonds, debentures, or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.
4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.
5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.
6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### ARTICLE III

The corporation shall have perpetual existence.

### ARTICLE IV

The name of the initial registered agent of this corporation is Mark A. Crone, and the address of the initial registered office of this corporation shall be 1050 S. Lake Sybelia Drive, Maitland, Florida 32751.

The undersigned is familiar with, and accepts, the obligations attendant upon his appointment as registered agent of the corporation.

### ARTICLE V

The capital stock of the corporation shall consist of 1000 shares or common stock with a par value of \$1.00 per share.

### ARTICLE VI

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial directors of the corporation are

Mark A. Crone  
1050 S. Lake Sybelia Drive  
Maitland, Florida 32751

Todd E. Leach  
11438 Waterford Village Drive  
Ft. Myers, FL 33913

Dan F. Sater, II  
25241 Elementary Way, Suite 203  
Bonita Springs, FL 34135

The directors named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

### ARTICLE VII

The amount of capital with which the corporation shall begin business is \$1000.00.

## ARTICLE VIII

The offices of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors or until their successors are elected and have qualified the following shall be the officers of the corporation:

President:	Mark A. Crone 1050 S. Lake Sybelia Drive Maitland, Florida 32751
Vice-President:	Todd Leach 11438 Waterford Village Drive Ft. Myers, FL 33913
Secretary:	Vacant
Treasurer:	Vacant

## ARTICLE IX

The name and address of the incorporator is Mark A. Crone, 1050 S. Lake Sybelia Drive, Maitland, Florida 32751

Every shareholder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE X

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By-laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.
2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual Shareholders' meeting.
3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By-Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper,

and may take such action not inconsistent with the Articles of Incorporation, and the By-Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

#### ARTICLE XI

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

#### ARTICLE XII

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By-Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Maitland, Florida on ~~August~~ October 12, 2000. I accept designation as Registered Agent.

REGISTERED Mark A. Crone  
AGENT/INCORPORATOR

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Mark A. Crone to me well known and known by me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that they signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on ~~August~~ October 12, 2000.

Notary Public

My commission expires:



Sandra W Wulick  
My Commission CC819637  
Expires March 21, 2003